

## **CURRIMJEE JEEWANJEE AND COMPANY LIMITED ('the Company' or 'CJ')**

### **Board Charter ("Charter")**

#### **1. Definitions**

- a. Reference to the "Board" shall mean the "Board of Directors of the Company".
- b. Reference to "the Committee" shall mean "Board Committee".
- c. Reference to "the Company" or 'CJ' shall mean "Currimjee Jeewanjee And Company Limited".
- d. Reference to the "Group" shall mean the "Currimjee Group of Companies".

#### **2. Introduction**

##### **2.1 Complementary to Law and Articles**

This Charter shall be read in conjunction with the requirements regarding the Board and Board Directors contained in Mauritian legislation and regulations, the Constitution of the Company and the provisions governing the relationship between the Board and its Board Committees as contained in the Terms of Reference of the Board Committees adopted by the Board.

The Company is a Public Interest Entity ("PIE") as defined by the Financial Reporting Act.

##### **2.2 Charter on Website**

This Charter is posted on the Company's website.

#### **3. Composition of the Board, Positions, Committees**

##### **3.1 Board Profile, Size, Expertise and Independence**

###### **(a) Board Profile**

The Company is directed by a unitary Board and is currently comprised of two Executive Directors, six Non-Executive Directors including the Chairman and four Independent Directors.

## **(b) Categories of Directors**

- ✓ Executive Directors: They are Directors involved in the day-to-day management of the Company.
- ✓ Non-Executive Directors: They are Directors not involved in the day-to-day management of the Company.
- ✓ Independent Directors: As defined in the Companies Act, an Independent Director is one who is a Non-Executive Director and who:
  - is not an employee;
  - does not have material business relationship with the company either directly or as a partner, shareholder, director or senior employee of an organisation that has such relationship with the company;
  - does not receive remuneration from the company except remuneration or any other benefit given to him as a director under section 159 of the Companies Act 2001 (e.g. travelling, hotel and other expenses incurred by the Director in attending Board meeting or in connection with the Company's business, compensation for loss of employment, expenditure incurred to enable the Director perform his duties as a director);
  - is not a nominated director representing a substantial shareholder;
  - does not have close family ties with any of the advisers, directors or senior employees of the company;
  - does not have cross directorships or significant link with other directors through involvement in other companies or other organisations; and
  - has not served on the Board for more than 9 continuous years from the date of his first election.

## **(c) Board Size**

The Board determines its profile, size and composition in consultation with the "Governance, Nominations and Remunerations Committee", taking into consideration the Board's desired expertise and domain skills, experience and background of Directors, diversity and size.

The Board shall be made of not less than **five (5)** Directors not more than **thirteen (13)** Directors who shall be appointed by the Shareholders in General Meeting (Clause 22.1 of the Constitution).

## **3.2 Appointment, Term of Office, Resignation.**

### **(a) Appointment**

Directors shall be appointed either by a notice in writing signed by a majority of the Shareholders or by an ordinary resolution passed by the Shareholders. (Clauses 22.3 (c) and 22.4 (a) of the Constitution).

The Board has power to appoint a person to be a Director, either to fill a casual vacancy or as an additional Director. (Clause 22.5 (a) of the Constitution).

A Director may appoint an alternate Director to represent him/her as alternate Director, either generally, or in respect to specific meeting or meetings at which the Director is not present. Such appointment will be effected through a notice given in writing to the Company and consented by the majority of the other Directors.

The Directors shall ensure that his/her alternate is fully aware of the present Charter.

### **(b) Term of Office**

The terms of appointment for the Independent Directors and the Non-Executive Directors shall be for a period of 3 years.

Every Director shall hold office until the next Annual Meeting, when he/she shall be eligible for re-election, or until his/her resignation, disqualification or removal. (Clause 22.3 (c) of the Constitution).

Director's election and or re-election shall be subject to a bi-ennial Directors' Performance Evaluation.

## **3.3 Chairman**

### **(a) Election**

The Board shall elect a Chairman of the Board, from among its members and the office of the Chairman is subject to re-election every year.

### **(b) Duties and Responsibilities.**

The Duties and Responsibilities of the Chairman are set out in the "Position Statement of the Chairman" as adopted by the Board on 31 October 2018 – **Annex 1**.

### 3.4 Company Secretary

#### (a) Company Secretary

The Company Secretary, through its representative(s), assists the Board.

### 3.5 Board Committees

#### (a) Establishment and Responsibilities of Board Committees

The Board may appoint Board Committees from among its Members to perform specific tasks and to assist it in discharging its duties.

As at date, the Board has established the following Board Committees:

- ✓ The Audit and Risk Committee - **Annex 2 (a)**.
- ✓ The Strategy and Finance Committee - **Annex 2 (b)**.
- ✓ The Human Resources and Organisation Committee - **Annex 2 (c)**.
- ✓ The Governance, Nominations and Remunerations Committee – **Annex 2(d)**

These Committees operate within defined terms of reference outlining their objectives, composition, functioning, responsibilities and reporting requirements.

The Board remains collectively responsible for the decisions and actions taken by the Committee.

#### (b) Website Disclosure

The Terms of Reference of the Committees are available on the website.

### 3.6 Role and Responsibilities of the Board

The Board has approved a formal document setting out its role and responsibilities, (**Annex 3**). It is *inter-alia* responsible for the following:

- ✓ Values, Vision and Strategy - To establish, communicate and spread the core values of the Company and ensure that these values lead into a coherent vision in line with that of the Shareholders. This vision should drive strategy and strategic plans, which serves to strengthen the competitive advantages of the business and ensure optimal allocation of capital.
- ✓ Monitoring of Performance: Financial Planning and Business Monitoring - To ensure a proper system of financial and business planning including periodic plans to achieve strategic objectives which cover organizational and financial processes. The financial and business planning shall ensure a sound system of monitoring and corrective action.

- ✓ Board Structure and Board Governance - The Board is ultimately accountable and responsible for the performance and affairs of the Company. This involves a set of relationship between the Board, Management, its Shareholders and other relevant Stakeholders, and as such, shall be headed by an effective Board, which can both lead and control the Company.
- ✓ Human Resource Planning / Systems and Management - To ensure that the Human Resources, their management and development are given the proper thrust and importance. The Board shall also ensure that the HR systems, policies and issues relating to human potential are discussed at the board giving management direction.
- ✓ Internal Control and Risk Management - to put in place and maintain a sound system of internal control and risk management.
- ✓ Communications / Corporate Stewardship - to ensure that the necessary systems are in place for the discharge of its responsibility for effective governance and stewardship towards all stakeholders through appropriate governance policies and regular communications.

### **3.7 Board & Board Committees' Assessment and Individual Director Evaluation**

The Board undertakes a formal yearly assessment of its own performance.

The evaluations of Individual Directors and Board Committees are carried out every two years.

### **3.8 Induction Program for newly Appointed Directors**

A newly appointed Director shall participate in a formal induction program that covers among others, the Company's purpose, mission and values, business activities, annual operating plan, strategy, financial affairs and financial reporting, governance policies, major projects, Board initiatives and Directors' responsibilities.

### **3.9 Remuneration Philosophy**

The Company's remuneration philosophy for Directors follows the guidelines proposed by the Governance, Nominations & Remunerations Committee.

The Committee's main responsibility is to make recommendations to the Board on fees for Non-Executive and Independent Directors, comprising of Directors' fees, Committee Members' fees and fees for attendance at Board Meetings.

The Company's policy provides for remuneration of the Managing Director to be reviewed every three years, as per his Service Contract.

Directors residing overseas are reimbursed for travelling expenses, including airfares, hotel accommodation and out of pocket expenses incurred by the Directors in the performance of their roles and duties.

### **3.10 Professional Development & Succession Planning**

The Board assumes the responsibilities for succession planning of Directors. The Human Resources and Organisation Committee shall recommend to the Board on the succession planning for the Company's Managing Director ('MD').

A consultative process involving both the Human Resources and Organisation Committee and the Governance, Nominations and Remunerations Committee shall be followed for the appointment / replacement of the Company's MD. The Human Resources and Organisation Committee shall establish (i) the recruitment process (ii) profile (iii) terms of appointment; (iii) initial package and recommend to the Governance, Nominations and Remunerations Committee, for consideration and eventual recommendation to the Board. The recruitment process is driven by the Human Resources and Organisation Committee. Interviews are conducted by a panel of Directors, including Members of the Human Resources and Organisation Committee & the Governance, Nominations and Remunerations Committee. The recommendations of the interview panel are then submitted to the Board for consideration and approval.

The Governance, Nominations and Remunerations Committee shall recommend to the Board on the appointment of the MD as a Director, including the term of his directorship, any additional remuneration as Director and future changes.

The final decision for the appointment of the MD shall be taken by the Board of the ultimate holding company.

## **4. Board Meetings and Decision-Making**

### **4.1 Frequency, Notice, Agenda and Venue of Meetings**

#### **(a) Frequency, and Agenda**

The Board has established an annual Board calendar and ensures proper coverage of the matters laid out in the annual meeting plan.

The Board shall meet at least four (4) times a year at appropriate times, or earlier than scheduled, if deemed necessary by the Chairman of the Board or at the request of the Managing Director or two other Directors.

#### **(b) Notice and Agenda**

Notice of Board Meetings, confirming the venue, date and time, together with an Agenda of items shall be set by the Chairman in consultation with the Managing Director and the Company Secretary. A seven days' notice of meeting of a Board shall be sent to every Director.

**(c) Quorum**

The quorum for a Board shall be six (6) Directors (Clause 24.4 (a) of the Constitution).

No business shall be transacted at a meeting of Directors if a quorum is not present (Clause 24.4 (b) of the Constitution).

If within fifteen (15) minutes past the time appointed for any meeting of the Board, the quorum is not present, such meeting shall stand adjourned to the next day at the same time and place provided such day is a working day and otherwise to the next following working day; if at such adjourned meeting a quorum is not present, the Directors present not being less than two (2) shall form a quorum and may transact the business standing to the order of the day (Clause 24.4 (d) of the Constitution).

**(d) Voting**

Every Director shall have one vote (Clause 24.5 (a) of the Constitution).

The Chairman shall have a casting vote (Clause 24.5 (b) of the Constitution).

**(e) Minutes**

The Board shall ensure that minutes are kept of all proceedings at meetings of the Board (Clause 24.6 of the Constitution).

**(f) Resolution in Writing**

Board resolutions may also be adopted in writing, signed or assented to, by all the Directors. (Clause 24.7 (a) of the Constitution).

## **5. Other Provisions**

### **5.1 Conflicts of Interest of Directors**

**(a) Duty to Disclose**

A Director shall, forthwith after becoming aware of the fact that he is interested in a transaction or proposed transaction with the Company, cause to be entered in the Interests Register, and disclose to the Board of the Company: -

- (i) Where the monetary value of the Director's interest is able to be quantified, the nature and monetary value of that interest; or
- (ii) Where the monetary value of the Director's interest cannot be quantified, the nature and extent of that interest. (Clause 25.3 (d) of the Constitution)

A Director who has declared his interest shall not be entitled to vote on any matter relating to the transaction or proposed transaction in which he is interested. (Clause 25.3 (d) of the Constitution).

The Company Secretary maintains an interest register, which is available to Shareholders upon written request to the Company Secretary.

**(b) Related Party Transactions**

The Board has adopted a “Related Party Transaction Policy” to ensure due and timely identification, approval process, disclosure and reporting requirements of transactions between the Company and any of its related Parties.

The Audit & Risk Committee has been assigned responsibility to monitor and report related party transactions to the Board.

The Related Party Transaction Policy can be consulted on the Company's website. - **Annex 4.**

## **5.2 Confidentiality**

**(a) Duty to Keep Information Confidential**

Unless required to do so by law, no Director shall, during his or her Directorship, or afterwards, disclose any information of a confidential nature regarding the business of the Company and/or any companies in which it holds a stake, that came to his or her knowledge in the capacity of his or her work for the Company and which he/she knows or should know to be of a confidential nature.

A Director shall not use such confidential information for his or her personal benefit.

**(b) Notice of Disclosure**

If a Director, or any person attending a Board Meeting, intends to disclose to third parties, information which he/she has become aware of in his/her duties and which may be confidential, he/she must inform the Chairman of his/her intent and the identity of the person who is to receive the information with sufficient notice for the Chairman to assess the situation and advise the Director.

## 5.3 Governance Practices, Directors Ethics and Policies.

The Board fully supports and has adopted the Governance Principles contained in the National Code of Corporate Governance of Mauritius 2016 ("the Code") and strives to be as transparent and complete as possible in its disclosures and reporting requirements.

The Board has approved a Code of Conduct, which ensures that the Company's Directors and Employees are clear on the ethical, behavioural and professional standards that are expected from them.

The Code of Conduct can be consulted on the Company's website.

## 5.4 Miscellaneous

### (a) Acceptance by Directors



Any person who is appointed as a Director of the Company must, upon assuming office, declare in writing to the Company that he/she accepts and agrees to comply with the provisions of this Charter. A corresponding reference to this extent shall be included in the appointment letter.

### (b) Review and Amendment of the Present Charter.

This Charter shall be reviewed as and when required by the Board, but at least every two (2) years.

## 6. Approval of the Present Charter

This third version of the Board Charter was approved by the Board of Directors on **07 September 2023**.

  
.....  
**Chairman**  
.....  
**Company Secretary**



**CURRIMJEE JEEWANJEE AND COMPANY LIMITED (the “Company”)**

**POSITION STATEMENT OF THE CHAIRMAN**

**1. GENERAL**

The Chairman is appointed by virtue of the provisions of Section 24.1(a) of the Constitution of the Company and should be a Member of the Board of Directors.

**2. ROLE AND RESPONSIBILITIES**

The Chairman is responsible for the following:

**(a) With respect to Board Meetings**

- (i) Chairing Board Meetings.
- (ii) Running the Board and ensuring its effectiveness in all aspects of its role, including regularity and frequency of Meetings.
- (iii) Setting the Board Agenda in consultation with the Managing Director and the Company Secretary.
- (iv) Ensuring that the Board has put in place appropriate Delegation of Authority from the Board to Board Committees.
- (v) Ensuring that the Board’s Committees are properly structured with appropriate Terms of Reference.
- (vi) Managing the Board to allow enough time for discussion of complex or contentious issues.

**(b) With respect to Directors**

- (i) Facilitating the effective contribution of Non-Executive and Independent Directors and encouraging active engagement by all Directors.

**(c) With respect to Induction, Development, Succession and Performance Evaluation of the Board, its Committees and individual Directors.**

- (i) Ensuring that the Board has established a proper induction programme for new Directors and that the induction of new Directors is facilitated by the Company Secretary.
- (ii) Ensuring that the Board has put in place a process for identifying the development needs of the Board collectively and Directors individually and that these needs are met.

- (iii) Overseeing a formal Succession Plan for the Board and overseeing through the Human Resources & Organisational Effectiveness Committee the succession planning process for the Managing Director and key Senior Management appointments such as the Chief Finance Officer, Chief Risk Officer, Chief Internal Auditor, Chief Human Resources Officer and the Company Secretary.
  - (iv) Ensuring that a process has been established for evaluating the performance of the Board, its Committees and individual Directors at least once a year and acting on the results of such evaluation by recognizing the strengths and addressing the weaknesses of the Board.
  - (v) Ensuring that the Company has an optimal Board structure in terms of size and composition with a combination of Executive, Non-Executive and Independent Directors.
- (d) With respect to relations with Shareholders
- (i) Ensuring effective communication with Shareholders.
  - (ii) Ensuring that the views of Shareholders are communicated to the Board as a whole so that all Directors develop an understanding of their views.
- (e) With respect to Annual Meeting
- (i) Arranging for the Chairmen of Board Committees to be available to answer questions at the Annual Meeting, when convened, and for all Directors to attend.
- (f) In addition, the Chairman should
- (i) Set the style and tone of Board discussions to promote effective decision-making and constructive debate.
  - (ii) Be fully informed about all issues on which the Board will have to make a decision, through briefings with the Managing Director, the Company Secretary, and members of the Executive Management as appropriate.
  - (iii) Promote effective relationships and open communication between Executive and Non-Executive Directors.
  - (iv) Build an effective and complementary Board, and with the Nomination and Remuneration Committee of Currimjee Limited, initiate change and plan succession in Board appointments (except that of a successor as Chairman) subject to Board and Shareholders' approval.
  - (v) With the assistance of the Company Secretary, promote the highest standards of corporate governance. If full compliance is not possible, ensure that the reasons for non-compliance are fully understood, agreed by the Board and explained to Shareholders.
  - (vi) Ensure the continual improvement in quality and caliber of the Executive Directors.

**Approved by the Board of Directors on 31 October 2018.**

## **TERMS OF REFERENCE FOR AUDIT AND RISK COMMITTEE (“ARC”) OF CURRIMJEE JEEWANJEE AND COMPANY LIMITED (“CJ”) AND ITS SUBSIDIARY COMPANIES**

### **Definitions**

Reference to “the Committee” or “ARC” shall mean Audit and Risk Committee of “CJ”.

Reference to “the Company” shall mean “CJ”.

Reference to the “Board” shall mean the Board of Directors of “CJ”.

Reference to “Subsidiary Company” of CJ shall have the meaning as assigned by Section 3 of the Companies Act 2001.

Reference to “PIE companies” shall have the same meaning as assigned by the First Schedule of the Financial Reporting Act 2004 (as amended in 2017).

Reference to “Independent Director” shall have the same meaning as per Section 2 of the Companies Act 2001 (as amended in 2020).

### **1. Preamble**

The Board recognizes that:

- 1.1. It is responsible for determining the nature and extent of the significant risks it is willing to take in achieving strategic objectives set by the Board as well as the importance for maintaining sound risk Management and internal control systems.
- 1.2. It shall establish formal and transparent arrangements for considering how it shall apply the corporate reporting, risk Management and internal control principles and for maintaining an appropriate relationship with Management and the Auditors.
- 1.3. The establishment of an “Audit and Risk Committee” is an important part of reporting, risk Management and control process. The Code of Corporate Governance of Mauritius has emphasized on the need for having such a committee, which is a fundamental pillar of the Governance structure for PIE Companies.

The ARC shall be a Committee of the Board and for it to operate efficiently, the Board shall delegate appropriate responsibilities relating thereto, and herewith determine formal written Terms of Reference outlining the objectives, composition, responsibilities and authority of the Committee as set out in this document.

## **2. Objectives**

The Committee shall, within these terms of reference, look into all relevant matters concerning the Company and its Subsidiary Companies.

It is acknowledged that the Subsidiary Companies, as the case may be, may have their own Audit Committee and Risk Committee. In such instance, the Annual Report and Audited Financial Statements and the Internal and External Audit Reports together with the summary of the Minutes of each meeting of the aforesaid mentioned Committees shall be submitted to the Chairman of the Audit and Risk Committee of the Company after validation from the Chairman of the respective Committees. The Audit and Risk Committee of the Company shall take note and its Chairman shall accordingly report key and relevant issues of each Report to the Board of CJ. For those Subsidiary Companies for which an Audit Committee has not been established, Management of those Companies would prepare a report highlighting relevant key issues with respect to Audit & Risk matters, which shall be circulated to the ARC to be considered at the Committee Meetings.

## **3. Membership and Chairmanship**

- 3.1 The Committee shall comprise of not less than four Members appointed by the Board. The Members of the Committee shall be nominated from the Non-Executive Directors and Independent Directors on the Board of the Company, one of whom shall have the relevant financial expertise and experience.
- 3.2 The Managing Director and/or the Chief Finance Officer and the Officer in charge of Enterprise Risk Management shall be in attendance at all the Committee's meetings and they shall not be eligible to vote.
- 3.3 Other Officers of the Company, such as the Chairman of the Board, Senior Executive(s), other Directors, may be invited to attend all or part of any meeting as and when deemed appropriate, and they shall not be eligible to vote.
- 3.4 The Internal and External Auditor shall be invited to attend meetings of the Committee to present *inter alia*, their audit plans, findings and recommendations to the Committee.
- 3.5 Appointments to the Committee shall be for a period of up to three years, which may be extended for a further three-year period, provided the Director still meets the criteria for Membership to the Committee.

- 3.6 The Board of CJ shall appoint a Chairman of the Committee from amongst the Independent Non-Executive Directors who have been appointed as Members for a period of up to three years, which may be extended for a further three-year period.. The Chairman of the Board of CJ, the Managing Director, the Chief Finance Officer and any Executive Director shall not be eligible to be appointed as Chairman of the Committee.
- 3.7 In the absence of the Chairman of the Committee at any Meeting, the remaining Members present shall elect one of themselves to preside the meeting.
- 3.8 The Board shall have the power at any time to remove any Member(s) from the Committee and fill any vacancies created by such removal.

#### **4. Secretary**

Currimjee Secretaries Limited shall act as the Secretary of the Committee.

The Company Secretary shall ensure that the Committee receives information and papers in a timely manner to enable full and proper consideration to be given to issues.

#### **5. Quorum**

The quorum necessary for the transaction of business shall be any two Members, including at least one Independent Non-Executive Member.

#### **6. Frequency and Notice of Meetings**

- 6.1 The Committee shall meet at least three times a year at appropriate times and otherwise as required, prior to each Board Meeting set for the year.
- 6.2 The Committee shall establish an annual work plan. The annual plan shall ensure proper coverage of the matters laid out in the Committee's Terms of Reference.
- 6.3 Additional Meetings, may, with approval of the Chairman of the Committee, be held at the request of the Board , the Managing Director, Chief Finance Officer, Officer in Charge of Enterprise Risk Management, any Member of the Audit & Risk Committee, other Members of Senior Management of CJ, the External Auditor or the Internal Auditor.
- 6.4 The Chairman of the Committee may meet with key individuals involved in the Company's governance, including the Chairman of the Board, the Managing Director,

the Chief Finance Officer, the Officer in charge of Enterprise Risk Management, the Company Secretary or the External Auditor or the Internal Auditor, to discuss important related issues and agree on the Agenda.

6.5 Meetings of the Committee shall be convened by the Secretary of the Committee at the request of the Chairman of the Committee, or at the requisition of any of its Members, if considered necessary.

6.6 Notice of Meetings of the Committee, confirming the venue, date and time, together with an agenda of items shall be set by the Chairman of the Committee. The Managing Director/Chief Financial Officer and the Officer in charge of Enterprise Risk Management may be consulted in setting the agenda.

6.7 The Notice and Agenda of a Meeting of the Committee shall be forwarded at least one week prior to the Meeting to the Members of the Committee, and where applicable to other attendees and as deemed appropriate. Supporting papers shall be sent to Committee Members and to other attendees as appropriate, at the same time.

## **7. Minutes of Meetings**

The Minutes of proceedings and decisions of the Committee Meeting shall be promptly prepared by the Secretary and sent to the Chairman of the Committee for review thereof, within six working days of having held the Committee. The reviewed Minutes shall then be circulated to the other Members of the Committee, and any attendees (as appropriate) and thereafter be submitted for approval by the Committee at its next scheduled Meeting.

## **8. Annual Meeting**

The Chairman of the Committee shall attend the Annual Meeting to answer any Shareholder's queries on the Committee's activities.

## **9. Responsibilities - Terms of Reference**

The Committee shall carry out the following duties:

### **9.1 In relation to “*Audit Functions*”**

#### **9.1.1 Financial Reporting**

9.1.1.1. The Committee shall monitor the integrity of the Financial Statements of CJ, including its Annual Report and review

significant financial reporting issues and judgments, which they contain. The Committee shall review and recommend (i) the approval of the Annual Report and Audited Financial Statements of the Company, and (ii) the approval of the Quarterly Management Accounts or any other Interim Reports or formal announcement relating to the Financial Performance of the Company to the Board.

9.1.1.2. The Committee shall review where necessary:-

- the consistency of and any changes to, accounting policies both on a year on year basis and across the Subsidiary Companies;
- Compliance with accounting standards, local, international, and legal requirements.
- the methods used to account for significant or unusual transactions where different approaches are possible;
- whether CJ has followed appropriate accounting standards and made appropriate estimates and judgments, taking into account the views of the External Auditor;
- any significant adjustments / estimates / judgements as included in the Accounts;
- the adequacy of provisions made and write-offs;
- the clarity and completeness of disclosure in CJ's Financial Reports and the context in which statements are made;
- all material information presented with the Financial Statements, such as the operating and financial review and the corporate governance statement (in so far as it relates to the Audit and Risk management). Where the Committee is not satisfied with any aspect of the proposed Financial Reporting by the Company, the Committee shall report its views to the Board;
- the integrity of the Company's financial statements and review the Company's internal controls related to financial reporting and disclosure controls and procedures, including whether there are any significant deficiencies in the design or operation of such controls and procedures, material weaknesses in such controls and procedures, any corrective actions taken with regard to such deficiencies and weaknesses and any fraud involving management or other employees with a significant role in such controls and procedures.
- Capital adequacy and Internal Controls;

- Compliance with the Financial Conditions of any loan covenants;
- Review special documents such as prospectuses, etc.

#### 9.1.2 Internal Audit

The Committee shall:

- 9.1.2.1. Monitor and review the effectiveness of the Internal Audit function in the context of the company's overall risk Management system;
- 9.1.2.2. Approve the appointment and removal of the Internal Auditor;
- 9.1.2.3. Consider and approve the remit of the Internal Audit function and ensure it has adequate resources and appropriate access to information to enable it to perform its function effectively and in accordance with the relevant professional standards. The Committee shall also ensure the function has adequate standing and is free from Management or other restrictions;
- 9.1.2.4. Ensure the Internal Auditor has direct access to the Board Chairman and to the Committee Chairman, and is accountable to the Committee.
- 9.1.2.5. Review, approve and assess the annual Internal Audit plan of the Company and its Subsidiaries;
- 9.1.2.6. Review promptly all reports on CJ from the Internal Auditor and update in findings of Subsidiaries;
- 9.1.2.7. Review and monitor Management's responsiveness to the findings and recommendations of the Internal Auditor; and
- 9.1.2.8. Meet the Internal Auditor to discuss their remit and any issues arising from the Internal Audits carried out. In addition, the Internal Auditor shall be given the right of direct access to the Chairman of the Board and to the Committee. The Committee shall meet with the Internal Auditor, without the presence of Management, as and when deemed necessary.

#### 9.1.3 External Audit

The Committee shall:

- 9.1.3.1. Consider and make recommendations to the Board, to be put to shareholders for approval at the Annual Meeting, in relation to the

appointment, re-appointment and removal of the company's External Auditor. The Committee shall oversee the selection process for new Auditors and if an Auditor resigns, the Committee shall investigate the issues leading to the said resignation and decide whether any action is required;

9.1.3.2. Ensure that the audit partner is rotated at least every 5 years.

9.1.3.3. oversee the relationship with the external Auditor for the Company and the Subsidiary Companies including (but not limited to) :-

- Recommendations on their remuneration, whether fees for Audit or Non-Audit services and that the level of fees is appropriate to enable a comprehensive audit to be conducted;
- approval of their terms of engagement, including any engagement letter issued at the start of each Audit and the scope of the audit;
- assessing annually their independence and objectivity taking into account relevant professional and regulatory requirements and the relationship with the Auditor as a whole, including the provision of any non-Audit services;
- Satisfying itself that there is no relationship (such as family, employment, investment, financial or business) between the Auditor and the Company (other than in the ordinary course of business) which could adversely affect the Auditor's independence and objectivity.
- agreeing with the Board a policy on the employment of former employees of CJ's Auditor, then monitoring the implementation of this policy;
- monitoring the Auditor's compliance with relevant ethical and professional guidance on the rotation of Audit partners;
- assessing annually the resources and the Auditor and its effectiveness of the audit process which shall include a report from the external Auditor on their own internal quality procedures.

- Be seeking to ensure co-ordination between (i) audit firms (where more than one audit firm is involved) and (ii) with the activities of the Internal Audit Function;

9.1.3.4. Meet regularly with the External Auditor, including meeting(s) as appropriate at the audit planning stage before the audit and once after the audit at the reporting stage.

The Committee shall meet the External Auditor at least once a year, without Management being present, to discuss their remit and any issues arising from the audit.

9.1.3.5. Review and approve the scope of the audit and approve the Annual Audit Plan of the Company and ensure that it is consistent with the scope of the Audit engagement.

9.1.3.6. Review the findings and effectiveness of the audit with the External Auditor. This shall include but not be limited to the following;

- a discussion of any major issues which arose during the audit of the Company and the Subsidiaries,
- Key accounting and audit judgments, and
- levels of errors identified during the audit.

9.1.3.7. Review any representation letter(s) requested by the External Auditor before they are signed by Management;

9.1.3.8. Review the Management letter and Management's response to the Auditor's findings and recommendations and follow up thereon at Audit & Risk Committee Meetings; and

9.1.3.9. Develop and implement a policy on the supply of non-audit services by the External Auditor, taking into account any relevant ethical guidance on the matter.

#### 9.1.4 Whistleblowing

The Committee shall review CJ's arrangements for its employees to raise concerns to the Internal Auditor / Audit & Risk Committee / Managing Director in confidence, about possible wrongdoing in financial reporting or other matters. The Committee shall ensure that these arrangements allow proportionate and independent investigation of such matters and appropriate follow up action.

#### 9.1.5 Related Party Transaction

9.1.5.1. Consider and approve Related Party Transaction(s) between CJ and its Related Parties as reported by the Secretary, in line with the definition contained in the Related Party Transaction Policy approved by the Board on 09 May 2018 (copy of which is included in Appendix 1), and recommend for final approval to the Board.

9.1.5.2. Review and propose amendments to the policy and recommend these amendments to the Board for approval.

#### **9.2 In relation to the “*Risk Assessment & Management Functions*”**

9.2.1 Advise the Board of overall risk appetite, tolerance and strategy, taking account of the current and prospective macroeconomic and financial environment drawing on financial stability assessments such as those published by the Bank of Mauritius and other authoritative sources that may be relevant for the Company’s risk policies.

9.2.2 Review the Risk Appetite Statement and recommend to the Board for approval.

9.2.3 Ensure that an overall risk management framework is in place providing for the ongoing identification and assessment of risks, their evaluation, measurement and monitoring.

9.2.4 Review policies related to risk management.

9.2.5 Oversee and advise the Board on the current risk exposures of CJ and its Subsidiary Companies and future risk strategy.

9.2.6 Keep under review CJ's overall risk assessment processes.

9.2.7 Review regularly and approve the parameters used and the methodology adopted.

9.2.8 Set a standard for the accurate and timely monitoring of large exposures and certain risk types of critical importance.

9.2.9 Review CJ's capability to identify and manage new risk types, if any.

9.2.10 Review reports on any material breaches of risk limits and the adequacy of proposed action.

- 9.2.11 Keep under review the effectiveness of CJ's internal financial controls and internal controls and risk management systems and review and approve the statements to be included in the annual report concerning internal controls and risk management.
- 9.2.12 Consider and approve the remit of the risk management function and ensure it has adequate resources and appropriate access to information to enable it to perform its function effectively and in accordance with the relevant professional standards. The Committee shall also ensure the function has adequate independence and is free from Management or other restrictions.
- 9.2.13 Recommend to the Board the appointment and/or removal of the Officer in charge of Enterprise Risk Management for CJ.
- 9.2.14 Review promptly all reports on Enterprise Risk Management for CJ and its subsidiaries.
- 9.2.15 Review and monitor Management's responsiveness to the findings and recommendations from the Officer in charge of Enterprise Risk Management.
- 9.2.16 Receive reports, if any, on fraud and other irregularities and legal matters involving the Company and its Subsidiary Companies.

## **10. Reporting Responsibilities**

- 10.1 The Chairman of the Committee shall report formally to the Board on its proceedings after each meeting on all matters within its duties and responsibilities and on how it has discharged its responsibilities. The report shall include:
- The significant issues that it considered in relation to the Financial Statements and how these were addressed;
  - Its assessment of the effectiveness of the external audit process and its recommendation on the appointment or re-appointment of the External Auditor;
  - Any other issues on which the Board has requested the Committee's opinion.
- 10.2 The Committee shall make recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed.

10.3 The Committee shall validate report to Shareholders on its activities to be included in the Company's Annual Report.

10.4 A written report on the Committee's deliberations shall be circulated to the Board, in line with the current practice.

## **11. Authority**

The Committee :-

- shall act in terms of the delegated authority of the Board as recorded in these terms of reference.
- shall, in the fulfilment of its duties, call upon the Chairman of the other Board Committees, any of the Executive Directors, Management, Company Secretary or any employee of the Company and/or its Subsidiaries, to provide it with information, as per an approved Board process.
- be authorised, at the Company's expense, to obtain outside legal or other professional advice on any matter within its terms of reference.
- may set up sub-committees of the Committee or appoint one or more designated Members of the Committee with appropriate delegation powers, to work on specific assignments, which are within its terms of reference.
- shall have reasonable access to sufficient resources, and the Company's records, in order to carry out its duties, including access to the secretariat of CJ and its Subsidiaries, for assistance as required.
- shall be provided with appropriate and timely training, both in the form of an induction programme for new Members and on an ongoing basis for all Members.
- shall give due consideration to laws and regulations, the provisions of the Code of Governance of Mauritius, and any other relevant regulatory requirements, as appropriate.
- shall oversee any investigation of activities which are within its terms of reference.
- shall arrange for periodic reviews of its own performance and, at least annually, review its constitution and Terms of Reference to ensure it is operating at maximum effectiveness and recommend any changes it considers necessary to the Board for approval.

## **12. Remuneration**

Members of the Committee may be paid such special remuneration in respect of their appointment as shall be fixed by the Board. Such special remuneration shall be in addition to the annual fees payable to Directors.

## **TERMS OF REFERENCE FOR STRATEGY & FINANCE COMMITTEE OF CURRIMJEE JEEWANJEE AND COMPANY LIMITED (“CJ”) AND ITS SUBSIDIARY COMPANIES**

### **Definitions**

Reference to “the Committee” shall mean “Strategy & Finance Committee of CJ”.

Reference to “the Company” shall mean “CJ”.

Reference to “the Board” shall mean the Board of Directors of CJ.

Reference to “Subsidiary Company” of CJ shall have the meaning as assigned by section 3 of the Companies Act 2001.

Reference to "the Group" shall mean the Currimjee Group of Companies.

### **1. Preamble**

The Board recognizes that its roles and responsibilities in relation to Strategy & Finance as documented include:

#### **1.1 Values, Vision and Strategy**

- 1.1.1 Establish and maintain the Company's Values and Vision in line with the overall Group Values and Vision, and core Family Vision as formulated by the Family through the CL Board.
- 1.1.2 Propose three-year strategic plans & Group direction to CL for discussion and approval.
- 1.1.3 Monitor, review and approve the Company's Strategic Direction, and three-year Strategic and Risk profile in line with the Strategic Group Direction approved at the CL Board.
- 1.1.4 Establish the Company's key business and financial objectives.
- 1.1.5 Approve changes relating to the Company's capital structure, and refer to CL Board for those above the Limit of Authority set.
- 1.1.6 Approve investments and capital projects as per strategic plans and borrowings including all banking facilities, and refer to CL Board for those above the Limit of Authority.
- 1.1.7 Approve change in asset mix, and refer to CL Board for those above the Limit of Authority set as per strategic plan.

1.1.8 Approve acquisition and disposal of assets and refer to CL Board for those above the Limit of Authority set.

1.1.9 Approve capitalization of profits, following recommendation from the CL Board.

## 1.2 Performance Monitoring

1.2.1 Review quarterly performance, key financial and business objectives compared to Annual Operating Plan (“AOP”) and business plans, the environment and market including competitive information and ensure that necessary corrective action(s) is/are taken by Management.

1.2.2 Approve the AOP and Capex and/or any material changes thereto.

1.2.3 Review and monitor the business through appropriate MIS for both financial and non-financial results.

The Strategy and Finance Committee shall be a Sub-Committee of the Board. The Board shall delegate appropriate responsibilities relating thereto, as per the Terms of Reference of the Committee approved by the Board outlining the objectives, composition, responsibilities and authority of the Committee as set out in this document.

## **2. Objectives**

The Committee shall, within these Terms of Reference, look into all relevant matters concerning the Company and its subsidiary companies.

### **3. Membership and Chairmanship**

- 3.1 The Committee shall consist of not more than seven Members including two Executive Directors (which includes the Managing Director), the Chief Finance Officer, two Non-Executive Directors and the Chairman of the Company.
- 3.2 Appointments to the Committee shall be for a period of up to three years, which may be extended for a further three-year period, provided the Director still meets the criteria for Membership to the Committee.
- 3.3 The Board of CJ shall appoint a Chairman of the Committee amongst the Members so appointed for a period of up to three years, which may be extended for a further three-year period.
- 3.4 In the absence of the Chairman of the Committee at any Meeting, the remaining Members present shall elect one of themselves to preside the meeting.
- 3.5 The Board shall have the power at any time to remove any Member(s) from the Committee and fill any vacancies created by such removal.

### **4. Secretary**

Currimjee Limited shall act as the Secretary of the Committee.

### **5. Quorum**

The quorum necessary for the transaction of business shall be any four Members including one Non-Executive Director and the Managing Director. A duly convened meeting of the Committee at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Committee.

## **6. Frequency and Notice of Meetings**

- 6.1 The Committee shall establish an annual work plan. The annual plan shall ensure proper coverage of the matters laid out in the Committee's Terms of Reference.
- 6.2 The Committee shall meet at least four times a year at appropriate times and otherwise as required, prior to each Board Meeting set for the year.
- 6.3 Additional Meetings may, with approval of the Chairman of the Committee, be held at the request of the Managing Director or Members of the Strategy & Finance Committee, or at the request of the Board.
- 6.4 The Chairman of the Committee shall meet with the Chairman of the Company and / or the Managing Director prior to a Committee meeting to discuss important issues and agree on the Agenda.
- 6.5 Meetings of the Committee shall be convened by the Secretary of the Committee at the request of the Chairman of the Committee, or at the request of any of its Members, if considered necessary.
- 6.6 Notice of Meetings of the Committee, confirming the venue, date and time, together with an agenda of items shall be set by the Chairman of the Committee in consultation with the Managing Director and the Chairman of the Company.
- 6.7 The Notice and Agenda of a Meeting of the Committee shall be forwarded at least one week prior to the Meeting to the Members of the Committee, and where applicable to other attendees and as deemed appropriate. Supporting papers shall be sent to Committee Members and to other attendees as appropriate, at the same time.

## **7. Minutes of Meetings**

The Minutes of the Committee Meeting shall be promptly prepared by the Secretary and sent to the Chairman of the Committee for review thereof, within six working days of having held the Committee. The reviewed Minutes shall then be circulated to the other Members of the Committee, and any attendees (as appropriate) and thereafter be submitted for approval by the Committee at its next scheduled Meeting.

## **8. Annual Meeting**

The Chairman of the Committee shall attend the Annual Meeting of the Company to answer any Shareholder's queries on the Committee's activities.

## **9. Responsibilities – Terms of Reference**

The Committee shall carry out the following duties:

- 9.1 Ensure effective Strategic Planning process is in place.
- 9.2 Review and propose strategic objectives and options to the Board.
- 9.3 Review the three-year strategic plans, AOP and quarterly results.
- 9.4 Review and monitor effectiveness of strategies.
- 9.5 Review the issues that are of fundamental importance to the Group and proposals from Management that are material to the Group, etc.
- 9.6 Approve and monitor large investments (in accordance with the paper relating to the roles of CJ Board) for recommendation to CJ and CL Boards.
- 9.7 Review and monitor the IT policy, investment in IT and strategic assets and ensure that they are in line with Group strategy.
- 9.8 Finance
  - Review and recommend to the Board on matters pertaining to the Capital Structure and Finance Strategy of the Company, including without limitation:
    - Change in equity capital.
    - Change in debt structure.
    - Financing plans generally.
    - Share repurchase philosophy and strategy.
    - Dividend Policy.
  - Review and recommend to the Board on matters pertaining to treasury operations, investment strategies and financial risk management.
  - Monitor income and expenses and report variances having an impact on CJ's ability to carry out its strategy, affect its ability to meet Shareholder commitments or affect its covenants with lenders to the Board.
  - Review and provide guidance to the Board and Management about:
    - Policies or recommendations having potential financial implications, including those required for financial statements.
    - Financial strategies for major projects.

- Working capital and cash flow management.
- Review and recommend the Company's annual budget.
- Develop and recommend long-term financial objectives for the Company.

## **10. Reporting Responsibilities**

- 10.1 The Chairman of the Committee shall report formally to the Board on its proceedings after each meeting on all matters within its duties and responsibilities.
- 10.2 The Committee shall make requisite recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed.
- 10.3 The Minutes of the Committee Meetings shall be circulated to the Board, after validation by the Chairman.

## **11. Authority**

The Committee: -

- shall act in terms of the delegated authority of the Board as recorded in these Terms of Reference.
- shall, in the fulfillment of its duties, call upon the Chairman of the other Board committees, any of the Executive Directors, Management, Company Secretary or any employee of the Company and / or its Subsidiaries, to provide it with information, as per an approved Board process.
- be authorised, at the Company's expense, to obtain outside legal or other professional advice on any matter within its Terms of Reference.
- may set up sub-committees of the Committee or appoint one or more designated Members of the Committee with appropriate delegation powers, to work on specific assignments, which are within its Terms of Reference.
- shall have reasonable access to sufficient resources, and the Company's records, in order to carry out its duties, including access to the secretariat of CJ and its Subsidiaries, for assistance as required.
- shall be provided with appropriate and timely training, both in the form of an induction programme for new Members and on an ongoing basis for all Members.

- shall give due consideration to laws and regulations, the provisions of the Code of Governance of Mauritius, and any other relevant regulatory requirements, as appropriate.
- shall oversee any investigation of activities, which are within its Terms of Reference.
- shall arrange for periodic reviews of its own performance and, at least annually, review its constitution and Terms of Reference to ensure it is operating at maximum effectiveness and recommend any changes it considers necessary to the Board for approval.

## **12. Remuneration**

Members of the Committee may be paid such special remuneration in respect of their appointment as shall be fixed by the Board. Such special remuneration shall be in addition to the annual fees payable to Directors.

## **TERMS OF REFERENCE FOR HUMAN RESOURCE & ORGANIZATION COMMITTEE (HROC) OF CURRIMJEE JEEWANJEE AND COMPANY LIMITED (“CJ”) AND ITS SUBSIDIARY COMPANIES**

### **Definitions**

Reference to “the Committee” shall mean Human Resource & Organization Committee of “CJ”.

Reference to “the Company” shall mean “CJ”.

Reference to the “Board” shall mean the Board of Directors of “CJ”.

Reference to “Subsidiary Company of CJ” shall have the meaning as assigned by section 3 of the Companies Act 2001.

### **1. Preamble**

The Board recognizes that the Human Resource and Organization Committee shall ensure that our human resources, their management and development as well as organization are given the proper thrust and importance by the Board. It will act as an advisory body and a sounding Board to the organization and exercise powers delegated by the Board. Its primary responsibility will include reviewing, monitoring existing policies and procedures, systems and structures, reporting on the implementation of these policies and procedures, systems and structures, and making recommendations to the Board of Directors.

The Committee shall be a Sub-Committee of the Board and for it to operate efficiently, the Board shall delegate appropriate responsibilities relating thereto, and herewith determine formal written Terms of Reference outlining the objectives, composition, responsibilities and authority of the Committee as set out in this document.

### **2. Objectives**

The Committee shall, within these Terms of Reference, look into all relevant matters concerning the Company and its Subsidiary Companies.

### **3. Membership and Chairmanship**

- 3.1 The Committee shall consist of no more than six Members appointed by the Board including the Managing Director, the Chief Human Resource Officer (CHRO) and four Directors, of which at least three shall be Non-Executive Directors.
- 3.2 The Board of CJ shall appoint a Chairman of the Committee amongst the Members so appointed for a period of up to three years, which may be extended for a further three-year period. The Chairman of the Committee shall be a Non-Executive Director.
- 3.3 Appointments to the Committee shall be for a period of up to three years, which may be extended for a further three-year period, provided the Director still meets the criteria for Membership to the Committee.
- 3.4 In the absence of the Chairman of the Committee at any Meeting, the remaining Members present shall elect one of themselves to preside the meeting.
- 3.5 The Board shall have the power at any time to remove any Member(s) from the Committee and fill any vacancies created by such removal.

### **4. Secretary**

Currimjee Secretaries Limited shall act as the Secretary of the Committee except for personal/confidential matters which will be handled directly by the CHRO.

### **5. Quorum**

The quorum necessary for the transaction of business shall be a majority of Members, including the Managing Director and one Non-Executive Director. A duly convened meeting of the Committee at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Committee.

## **6. Frequency and Notice of Meetings**

- 6.1 The Committee shall establish an annual work plan. The annual plan shall ensure proper coverage of the matters laid out in the Committee's Terms of Reference.
- 6.2 The Committee shall meet at least three times a year at appropriate times and otherwise as required, prior to each Board Meeting set for the year.
- 6.3 Additional Meetings, may, with approval of the Chairman of the Committee, be held at the request of a Member of the Committee, or at the instance of the Board.
- 6.4 The Chairman of the Committee may meet with the Managing Director, the CHRO, and/or the Company Secretary prior to a Committee meeting to discuss important issues and agree on the agenda.
- 6.5 Meetings of the Committee shall be convened by the Secretary of the Committee at the request of the Chairman of the Committee, or at the requisition of any of its Members, if considered necessary. All papers for the Committee Meetings shall be reviewed and prepared by the CHRO.
- 6.6 Notice of Meetings of the Committee, confirming the venue, date and time, together with an agenda of items shall be set by the Chairman of the Committee in consultation with the MD and CHRO.
- 6.7 The Notice and Agenda of a Meeting of the Committee shall be forwarded at least one week prior to the Meeting to the Members of the Committee, and where applicable to other attendees and as deemed appropriate. Supporting papers shall be sent to the Committee Members and to other attendees as appropriate, at the same time.

## **7. Minutes of Meetings**

The Minutes of the Committee Meeting shall be promptly prepared by the Secretary and sent to the Chairman of the Committee for review thereof, within six working days of having held the Committee. The reviewed Minutes shall then be circulated to the

other Members of the Committee, and any attendees (as appropriate) and thereafter be submitted for approval by the Committee at its next scheduled Meeting.

## **8. Annual Meeting**

The Chairman of the Committee shall attend the Annual Meeting of the Company to answer any Shareholder's queries on the Committee's activities.

## **9. Responsibilities - Terms of Reference**

The Committee shall carry out the following duties:

9.1 To satisfy itself that CJ's human resource management activities are adequate and effective. In this regard, the specific responsibilities that the Committee will carry out on behalf of the Board are as follows:

9.1.1 Review the Group HR Strategy, key HR policies and plans, delegation of authorities to management prior to approval by the Board.

9.1.2 Review and monitor appointment for key executive positions and approve appointments of all reportees to the Managing Director.

The Committee shall recommend to the Board on the succession planning for the Company's Managing Director ('MD').

A consultative process involving both the Committee and the Company's Governance, Nominations and Remunerations Committee ('GNRC') shall be followed for the appointment / replacement of the Company's MD. The Committee shall establish (i) the recruitment process; (ii) profile; (iii) terms of appointment; and (iv) initial package and recommend to the GNRC, for consideration and eventual recommendation to the Board.

The recruitment process is driven by the Committee. Interviews are conducted by a panel of Directors, including Members of the Committee & the GNRC. The recommendations of the interview panel are then submitted to the Board for consideration and approval.

The GNRC shall recommend to the Board on the appointment of the MD as a Director, including the term of his directorship, any additional remuneration as Director and future changes.

The final decision for the appointment of the MD shall be taken by the Board of the ultimate holding company.

- 9.1.3 (a) Review and monitor the compensation policies and terms and conditions of the reportees of the Managing Director and for key executives.
- (b) Approve the compensation decisions including, salary increases and performance bonuses, of the reportees of the Managing Director as individually validated first by the Committee Chair, on the MD's recommendations.
- 9.1.4 Oversee the selection of any benchmark the Company and its subsidiaries use in determining remuneration or any element of remuneration.
- 9.1.5 Review the implementation of performance management systems in all CJ subsidiaries and relevant reports prior to submission to the Board.
- 9.1.6 Review the performance reports of all the Managing Director's direct reportees.
- 9.1.7 Review the implementation of a Business Continuity Plan and Succession Planning System at the level of the MD, of his reportees and of key executives through an effective Talent Development Policy.
- 9.1.8 Review the high-level organigram of CJ and its subsidiaries to align with the Company's strategic objectives and recommend key changes to the Board.
- 9.1.9 Review key HR-related decisions relating to the Managing Director reportees and make necessary recommendations to the Board of Directors.
- 9.1.10 Review issues affecting key executives especially those at the Managing Director - one level including, inter alia, skills assessment, development and performance evaluation and the adequacy of the Company's human resources for achieving its strategy.

9.1.11 Formulate relevant HR and Environment and Sustainability policies for CJ and Its subsidiaries for Board approval, monitor their implementation by Management and report accordingly to the Board.

9.1.12 Review of feedback from surveys on HR and Environment & Sustainability indices including employee engagement, environmental and societal engagements.

9.1.13 Review the diversity and inclusion plan and goals of the Company and its subsidiaries and report accordingly to the Board.

9.1.14 Review the Safety and Health strategy and compliance and provide recommendations to the Board with respect to changes in and appropriateness of policies in place.

9.1.15 Review any other matters which may come before the HR & Organization Committee in the course of carrying out its mandate.

9.1.16 The Committee will submit formal reports required by the Board.

9.2 The Committee shall act as the Ethics Committee of the Company and shall ensure the enforcement of the Code of Conduct by dealing with all reports, complaints and matters arising from the Code of Conduct.

For the purpose of Section 9, “Key Executives” shall comprise of (i) all CJ Corporate employees reporting directly to the Managing Director of the Company; (ii) other Executives having skills and specialization critical to the functioning of the Company and its subsidiaries, and (iii) Heads of key Subsidiaries of the Company.

## **10. Reporting Responsibilities**

10.1 The Chairman of the Committee shall report formally to the Board on its proceedings after each meeting on all matters within its duties and responsibilities.

10.2 The Committee shall make requisite recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed.

- 10.3 The Minutes of the Committee Meetings shall be circulated to the Board, after they would be reviewed and validated by the Committee Members and approved by the Chairman, with a proviso that the Minutes would be formally approved at the following Committee Meeting which would then constitute the final minutes.

## **11. Authority**

The Committee:

- 11.1 shall act in terms of the delegated authority of the Board as recorded in these Terms of Reference.
- 11.2 shall, in the fulfillment of its duties, call upon the Chairman of the other Board committees, any of the Executive Directors, Management, Company Secretary or any employee of the Company and/or its Subsidiaries, to provide it with information, as per an approved Board process.
- 11.3 be authorised, at the Company's expense, to obtain outside legal or other professional advice on any matter within its Terms of Reference.
- 11.4 may set up sub-committees of the Committee or appoint one or more designated Members of the Committee with appropriate delegation powers, to work on specific assignments, which are within its Terms of Reference.
- 11.5 shall have reasonable access to sufficient resources, and the Company's records, in order to carry out its duties, including access to the secretariat of CJ and its Subsidiaries, for assistance as required.
- 11.6 shall be provided with appropriate and timely training, both in the form of an induction program for new members and on an ongoing basis for all Members.
- 11.7 shall give due consideration to laws and regulations, the provisions of the Code of Governance of Mauritius, and any other relevant regulatory requirements, as appropriate.
- 11.8 shall oversee any investigation of activities which are within its Terms of Reference.
- 11.9 shall arrange for periodic reviews of its own performance and, at least annually, review its constitution and Terms of Reference to ensure it is operating at maximum

effectiveness and recommend any changes it considers necessary to the Board for approval.

## **12. Remuneration**

Members of the Committee may be paid such special remuneration in respect of their appointment as shall be fixed by the Board. Such special remuneration shall be in addition to the annual fees payable to Directors.

## **TERMS OF REFERENCE FOR THE GOVERNANCE, NOMINATIONS AND REMUNERATIONS ('GNR') COMMITTEE OF CURRIMJEE JEEWANJEE AND COMPANY LIMITED ("CJ")**

### **Definitions**

Reference to "the Board" means the Board of Directors of the Company.

Reference to "the Committee" means the Governance, Nominations and Remunerations Committee.

Reference to "the Company" means Currimjee Jeewanjee and Company Limited.

Reference to "the Group" means the Currimjee Group of Companies.

Reference to "Family Member" means any Currimjee Family Unit Member.

Reference to "GNR" means Governance, Nominations and Remunerations.

Reference to "PIE companies" shall have the same meaning as in the First Schedule of the Financial Reporting Act 2004 (as amended in 2017).

Reference to "Subsidiary Company" of CJ shall have the meaning as in section 3 of the Companies Act 2001.

### **1. Preamble**

The Board acknowledges that:

- 1.1 It is the focal point of the corporate governance system and is ultimately accountable and responsible for the performance and affairs of the Company.
- 1.2 It is its responsibility to provide an effective corporate governance system, which involves the relationship between the Board, the management of the Company, its shareholders and other relevant stakeholders.
- 1.3 The Company is a party to a Shareholders Agreement ("SHA"), which has provided for the setting up of a nomination and remuneration committee at the level of Currimjee Limited ('CL') and has agreed upon an overriding principle that the appointment / replacement and removal of Director(s) {whichever category: whether Family Unit Member or Non-Family, Managing Director / Executive Director / Non-Executive Director / Independent Director} on the Board of CJ shall be approved by the Board of Currimjee Limited ("CL Board").  
The Board of Currimjee Limited has also set up a CL Governance, Nominations and Remunerations Committee.
- 1.4 The SHA has also provided for the setting up of a nomination and remuneration committee at the level of CJ, and has established a second overriding principle that the appointment / replacement and removal of Director(s) {whichever category: whether Family Unit Member or Non-Family, Managing Director / Executive Director / Non-Executive Director / Independent Director} on the Board of the Subsidiary Companies of CJ shall be approved by the CJ Board following the recommendation of the nomination and remuneration committee set up by CJ.

The GNR Committee is a Sub-Committee of the Board and for it to operate efficiently, the Board shall delegate appropriate responsibilities relating thereto, and herewith determine

formal written terms of reference outlining the objectives, composition, responsibilities and authority of the Committee as set out in this document.

## **2. Objectives**

The GNR Committee shall, within these terms of reference, look into all relevant matters concerning the Company.

The establishment of the Committee is an important part of the governance framework to effectively monitor and recommend to the Board on governance matters concerning the Company. It shall also be the role of the Committee to:

- ensure that the reporting requirements on Corporate Governance, whether in the Annual report, or on ongoing basis, are in accordance with the principles of the National Code of Corporate Governance for Mauritius (2016) (the 'Code of Corporate Governance'), other relevant legislations in Mauritius and best practices. advise, in general, the Board of CJ as well as the Boards of CJ's Subsidiary Companies, on the composition of their Boards and that of their Board Committees, including the balance between Executive, Non-Executive & Independent Directors that shall be appointed and diversity on the Board, in line with the principles of the Code of Corporate Governance, other relevant legislations in Mauritius and best practices. The GNR Committee shall inform the CJ Board of these requirements.
- advise and make recommendations to the Boards of CJ's Subsidiary Companies through the CJ Board, on the remuneration of Non-Executive and Independent Directors appointed on their respective Boards.

The GNR Committee shall follow the principles as established by the SHA, while assuming its responsibilities as set out hereunder in Section 9 of this document. The relevant sections of the SHA are attached to this document as **Appendix 1**.

## **3. Membership and Chairmanship**

- 3.1 The Committee shall consist of not less than five Members appointed by the Board of CJ.
- 3.2 The Board shall endeavour to appoint a majority of Non-Executive Directors and Independent Directors as Members of the Committee.
- 3.3 The Board shall appoint a Chairman of the Committee from amongst the five Members so appointed for a period of up to three years, which may be extended for a further three-year period. A Non-Independent Chairman of the Board may be appointed as Chairman of the Committee on condition that the majority of the Committee be made up of Independent Non-Executive Directors. If this is not the case, then the Non-Independent Chairman of the Board can be a Member of the Committee, but not its Chairman. The Chairman of the Committee would then have to be an Independent Non-Executive Director.

- 3.4 The Managing Director shall attend all the Committee's meetings and he shall not be

eligible to vote.

- 3.5 Appointments of the Members on the Committee shall be for a period of up to three years, which may be extended for a further three-year period, provided the Director still meets the criteria for Membership to the Committee.
- 3.6 In the absence of the Committee Chairman and/or an appointed deputy, the remaining Members present shall elect one of themselves to chair the meeting.
- 3.7 Other Officers of the Company, such as the Chairman of the Board, Senior Executive(s), other Directors, may be invited to attend all or part of any Meeting as and when deemed appropriate, and they shall not be eligible to vote.
- 3.8 The Board shall have the power at any time to remove any Member(s) from the Committee and fill any vacancies created by such removal.

#### **4. Secretary**

Currimjee Secretaries Limited shall act as the Secretary of the Committee.

#### **5. Quorum**

The quorum necessary for the transaction of business shall be a majority of Members present throughout the Meeting who shall vote on the matter for decision. A duly convened Meeting of the Committee at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Committee.

#### **6. Frequency and Notice of Meetings**

- 6.1 The Committee shall establish an annual work plan. The annual plan shall ensure proper coverage of the matters laid out in the Committee's Terms of Reference.
- 6.2 The Committee shall meet as frequently as required and at least three times a year and otherwise as required. Meetings shall be organized so that attendance is maximized.
- 6.3 Additional Meetings may, with the approval of the Chairman of the Committee, be held at the request of the Chairman of the Company, or Members of the Committee, or at the instance of the Board.
- 6.4 The Chairman of the Committee may meet with the Managing Director and the Company Secretary prior to a Committee Meeting to discuss important issues relating to the Agenda, as may be necessary.
- 6.5 Meetings of the Committee shall be convened by the Secretary of the Committee at the request of the Chairman of the Committee, or at the requisition of the Chairman of the Company, a Member of the Committee and the Board, if considered necessary.
- 6.6 Notice of Meetings of the Committee, confirming the venue, date and time, together with an Agenda shall be set by the Chairman of the Committee in consultation with the Chairman of the Company, the Managing Director and other Members of the Committee, as may be necessary.

- 6.7 The Notice and Agenda of a Meeting of the Committee shall be forwarded at least

one week prior to the Meeting to the Members of the Committee, and where applicable to other attendees and as deemed appropriate. Supporting papers shall be sent to Committee Members and to other attendees as appropriate, at the same time.

**7. Minutes of Meetings**

The Minutes of the Committee Meeting shall be promptly prepared by the Secretary and sent to the Chairman of the Committee for review thereof, within -7 working days of having held the Committee. The reviewed Minutes shall then be circulated to the other Members of the Committee, and any attendees (as appropriate) and thereafter be submitted for approval by the Committee at its next scheduled Meeting.

**8. Annual General Meeting**

The Chairman of the Committee shall attend the Annual Meeting to answer any Shareholder's queries on the Committee's activities.

**9. Responsibility – Terms of Reference**

The Committee should carry out the duties below:

**In relation to governance matters for the Company and its subsidiary companies, falling in the category of PIE companies, except for those having a Corporate Governance Committee, as appropriate.**

- 9.1 Make recommendations to the Board on all Corporate Governance provisions to be adopted so that the Board remains effective and complies with prevailing corporate governance principles, other relevant legislations in Mauritius and best practices.
- 9.2 Ensure that the reporting requirements and disclosures made, with regard to Corporate Governance, whether in the Annual Report or on an ongoing basis, are in accordance with the principles of the Code of Corporate Governance, other relevant legislations in Mauritius and best practices
- 9.3 Determine, agree and develop CJ's general policy on Corporate Governance in accordance with the Code of Corporate Governance, other relevant legislations in Mauritius and best practices.
- 9.4 Review CJ's Corporate Governance Policy and any other issues related to Corporate Governance and recommend any proposed changes to the Board for approval.
- 9.5 Review and approve the Terms of Reference of newly established Board Committees of CJ for recommendation to the Board.
- 9.6 The Committee shall not determine the remuneration or terms of any consultancy agreement of any Non-Executive Director of CJ, although it may make recommendations to the Board if requested.
- 9.7 The Committee shall have due regard for the principles of the Code of Corporate Governance and best practices.

- 9.8 The Committee shall liaise with the Board in relation to the preparation of the Corporate Governance Report to be published in the Company's Annual Report and explain any departures from the best practice recommendations of the Code of Corporate Governance.

**In relation to Nominations and Remunerations matters:**

- 9.9 Appointment / Replacement / Removal of Executive Directors ("ED"), Non-Executive Director(s) ("NEDs") & Independent Director(s) ("IDs") on the Board of CJ and Directors' fees

The CJ GNR Committee acknowledges that the CL Board shall appoint / replace / remove ED(s), NED(s) & ID(s) on the Board of CJ, which shall first have been recommended by the CJ Board under the recommendation of the CJ GNR Committee.

The GNR Committee shall make recommendations to the CJ Board on the composition of the CJ Board in general and the balance between EDs, NEDs and IDs appointed to the Board.

The CJ GNR Committee shall also ensure that all Directors appointed on the Board of CJ be given a contract setting out their terms of appointment.

Directors' Fees for NED(s) and ID(s) on the Board of CJ shall be ratified by the CL Board, which shall first have been recommended by the CJ Board under the recommendation of CJ's GNR Committee.

- 9.10 Appointment of Members on Board Committees of CJ

The GNR Committee shall review and make recommendations to the CJ Board on the composition of CJ's Board Committees, in line with the Code of Corporate Governance, the relevant legislations in Mauritius and governance best practices.

- 9.11 Appointment / Replacement / Remuneration Package of the Managing Director of CJ, if a Family Member.

The CJ GNR Committee acknowledges that the CL Board shall be responsible for the appointment / replacement of a Family Member as Managing Director of CJ as well as determining his / her terms of employment and initial remuneration package / change in structure of the package.

- 9.12 Appointment of a Non-Family Member as Managing Director of CJ.

The appointment, including the terms of employment and initial remuneration package / change in structure of the package of a Non-Family Member as the Managing Director of CJ shall be approved by the CJ Board.

Such appointment shall first have been recommended by the CJ Board under the joint

recommendation of the CJ GNR Committee and the Human Resource & Organisation Committee ('HR & O Committee') of CJ in the following manner:

- Appointment of the Non-Family Member as Managing Director of CJ in his capacity as an Executive of CJ, including the terms of employment and initial remuneration package and any future changes thereof, shall be recommended by the HR & O Committee of CJ to the Board;
- Appointment of the Managing Director of CJ as a Director on the CJ Board, including the term of his directorship and any additional remuneration in his capacity as Director and any future changes thereof, shall be recommended by the GNR Committee.

For monitoring purposes, the CL Board shall be informed of the remuneration package.

#### 9.13 Appointment of Director(s) on the Board and Board Committee(s) of the Subsidiary Companies of CJ and Directors' fees.

The Committee shall

- review and recommend to the CJ Board the composition in terms of size and mix of Directors on the Boards of CJ's subsidiaries, so as to achieve an appropriate balance of skills and expertise.
- recommend to the Board of CJ on the appointments of Directors on the Board and Board Committee(s) of the Subsidiary Companies of CJ, and the Board of that Subsidiary Company shall in turn ensure implementation.
- recommend to the Board of CJ on the directors' fees payable to the NEDs and IDs appointed on the Boards of Subsidiary Companies of CJ, and the Board of that Subsidiary Company shall in turn ensure implementation.

In the eventuality of the appointment of a Family Unit Member who is not an Executive of CJ or not an Executive of the Subsidiaries of CJ, on the Board or Board Committee(s) of the Subsidiary Companies of CJ, such appointment shall obtain prior approval of the Board of CL.

In the eventuality of the appointment of any other Executive of CJ or any other Executive of the Subsidiaries of CJ, on the Board or Board Committee(s) of the Subsidiary Companies of CJ, such appointment shall be recommended by the CJ GNR Committee and approved by the CJ Board.

#### 9.14 Succession Planning for Chairman of CJ

The CJ GNR Committee acknowledges that the succession planning for the Chairman of CJ shall be approved by the Board of CL.

#### 9.15 Succession planning for MD of CJ

The CJ HR & O Committee shall recommend to the Board of CJ on the succession planning for the MD of CJ. The Board of CL shall be informed of the plan. The CL

Board must supervise the succession planning of the CJ Board and take necessary actions / make necessary decisions as appropriate.

**9.16 Assessment of Board of CJ and the Board Committees of CJ and training recommendation for Directors of CJ.**

The CJ GNR Committee shall establish and recommend the process for the assessment of the Board of CJ, its Directors, the Board Committees of CJ, its Members, and shall be responsible for the execution of the process. Any recommendations and action plans shall be submitted to the Board of CJ for consideration.

The CJ GNR Committee shall establish and recommend the process for the Training / Learning Needs Analysis and the Training Programme for the Directors and Board Committee Members of CJ and shall be responsible for the execution of the process. Any recommendations and action plans shall be submitted to the Board of CJ for consideration.

**10. Reporting responsibilities**

- 10.1 The Chairman of the Committee shall report formally to the Board on its proceedings after each meeting on all matters within its duties and responsibilities.
- 10.2 The Committee shall make requisite recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed. When presenting any such recommendation or advice to the Board, the Committee shall provide such background and supporting information as may be necessary for the Board to make an informed decision.
- 10.3 The Minutes of the Committee Meetings may be circulated to Directors upon their request, with the prior approval of the Chairman.

**11. Authority**

The Committee:-

- Shall act in terms of the delegated authority of the Board as recorded in these terms of reference.
- Shall, in the fulfilment of its duties, call upon the Chairman of the other Board Committees, any of the Executive Directors, Management, Company Secretary or any employee of the Company and/or its Subsidiaries, to provide it with information, as per an approved Board process.
- be authorised, at the Company's expense, to obtain outside legal or other professional advice on any matter within its terms of reference.
- may set up Sub-Committees of the Committee or appoint one or more designated Members of the Committee with appropriate delegation powers, to work on specific assignments, which are within its terms of reference.
- shall have reasonable access to sufficient resources, and the Company's records, in order to carry out its duties, including access to the Secretary, for assistance as

required.

- shall be provided with appropriate and timely training, both in the form of an induction programme for new Members and on an ongoing basis for all Members.
- shall give due consideration to laws and regulations, the provisions of the Code of Corporate Governance of Mauritius, and any other relevant regulatory requirements, as appropriate.
- shall oversee any investigation of activities which are within its terms of reference.
- shall evaluate its own performance at least once every two years and report to the Board on such evaluation.
- shall at least annually, review its constitution and terms of reference to ensure it is operating at maximum effectiveness and recommend any changes it considers necessary to the Board for approval.

## **12. Remuneration**

Members of the Committee may be paid such special remuneration in respect of their appointment as shall be fixed by the Board. Such special remuneration shall be in addition to the annual fees payable to Directors.

## Appendix 1

### (a). CLAUSES OF THE SHA HAVING RELEVANCE TO THE TERMS OF REFERENCE OF THE GOVERNANCE, NOMINATIONS & REMUNERATIONS COMMITTEE OF CJ AND ITS SUBSIDIARY COMPANIES.

Appointment/ Replacement / Removal of Directors on the Boards of the Direct Subsidiaries.  
(defined in the SHA as CJ, Currimjee Jeewanjee Properties Limited ("CJP") and Currimjee Industries Limited ("CIND"))

#### **Clause 6.14:**

The CL GNR shall be responsible inter alia for the appointment of Family Unit Members appointed as managing directors / directors of the Direct Subsidiaries as well as determining and varying their terms of employment and remuneration packages.

#### **Clause 7.1:**

Subject to Clause 7.3, the CL Board shall appoint, replace and remove Directors on the Boards of the Direct Subsidiaries upon a recommendation of the CL GNR (which shall first have taken the views of that Direct Subsidiary's GNR), and shall cause them to be appointed, replaced or removed through a representative of CL voting at a meeting of shareholders of that Direct Subsidiary or executing a written resolution of that Direct Subsidiary.

#### **Clause 7.2:**

Upon a recommendation of a Direct Subsidiary's GNR, the Board of Directors of that Direct Subsidiary shall nominate, replace and remove Directors on the boards of its subsidiary or associated Group companies<sup>1</sup> by causing them to be appointed through a representative of that Direct Subsidiary at meetings of each Group Company (including Group companies controlled by the Currimjee Descendants or in joint venture with the Currimjee Descendants) or executing a written resolution of that subsidiary or associated company. As regards Group Companies which are joint ventures, the Board of the Direct Subsidiary shall follow the governance principles established in agreement with the joint venture partner and shall keep CL informed of the decisions reached.

#### **Clause 7.3:**

Should a Direct Subsidiary other than CJ become a subsidiary of CJ, then Clause 7.1 shall cease to apply to that Direct Subsidiary and Clause 7.2 shall apply to it.

---

<sup>1</sup> As per the SHA, 'Group Companies' means companies forming part of the Currimjee Group and Group Company means any one of them.

**(b). ROLE OF THE CL BOARD AS ANNEXED TO THE SHA HAVING RELEVANCE TO THE TERMS OF REFERENCE OF THE GOVERNANCE, NOMINATIONS & REMUNERATIONS COMMITTEE OF CJ AND ITS SUBSIDIARY COMPANIES.**

**Appointment of Board Directors of the Group Companies**

**The CL Board may:**

- Following the recommendations from the CL GNR and the relevant Group Company GNR, approve the composition (and changes to the composition) of the Boards of the Group Companies, including their chairmanship and the name of those persons who shall be Executive Directors of the Group Companies, it being agreed that it is the Board of Directors of CJ, following the recommendations from the CJ GNR, which shall nominate, replace and remove the directors / chairman / executive director(s) on the Boards of CJ's direct subsidiaries.
- As regards the JVs, the Board of Direct Subsidiaries shall follow the governance principles established in agreement with the JV partner and shall keep CL informed of the decisions reached.
- Approve the appointment of directors on the Board of a Group company if those Directors are (i) Family Unit Members and (ii) are not Executives in a Group Company.

**Performance review, remuneration and succession planning of the Direct Subsidiaries**

**The CL Board may:**

- Review and monitor the succession planning of the board
- Monitor the employment terms and remuneration, including salary, bonus, fees and benefits, of the board and of Family Unit Members who are Directors (executive or non-executive) of Group companies and take appropriate actions / make necessary decisions as appropriate.

**Board Performance Reviews**

**The CL Board may:**

- Take note of the Annual Evaluation of the Direct Subsidiaries.

## **CURRIMJEE JEEWANJEE AND COMPANY LIMITED – (CJ)**

### **ROLE OF THE BOARD OF CJ, ITS MAJOR COMPANIES AND SUBSIDIARIES**

---

This document is divided into three sections. (1) Key Responsibility areas, (2) Objectives covered by these different areas of responsibility, and (3) Key tasks covered under these areas of responsibility.

The Board has established the following Board Committees and has delegated some of its responsibilities to those Board Committees as detailed in their respective Terms of Reference:

- ✓ The Audit and Risk Committee;
- ✓ The Strategy and Finance Committee;
- ✓ The Human Resources and Organizational Effectiveness Committee;
- ✓ The Corporate Governance Committee.

Such delegation does not in any way absolve the Board of its duties and responsibilities.

#### **1. VALUES, VISION AND STRATEGY**

The objective is to establish, communicate and spread the core values of the Company. Ensure that these values lead into a coherent vision in line with that of the shareholders. This vision should drive strategy and strategic plans, which serves to strengthen the competitive advantages of the business and ensure optimal allocation of capital.

##### **The Business Boards shall:**

- 1.1. Establish and maintain the Company's values and vision in line with the overall Group Values and Vision, and core Family Vision as formulated by the Family through the CL Board.
- 1.2. Propose strategic plans to CL for discussion and approval.
- 1.3. Establish, approve and monitor the Company's Long Term Strategic Direction, Strategic Plans (3 Years) and Risk profile in line with the Strategic Group Direction approved at the CL Board.
- 1.4. Establish the Company's key business and financial objectives.
- 1.5. Approve changes relating to the Company's capital structure, and refer to CL Board for

those above the Limit of Authority set.

- 1.6. Approve investments and capital projects as per strategic plans and borrowings including all banking facilities. Refer to CL Board for those above the Limit of Authority.
- 1.7. Approve change in asset mix, and refer to CL Board for those above the Limit of Authority set as per strategic plan.
- 1.8. Approve acquisition and disposal of assets and refer to CL Board for those above the Limit of Authority set.
- 1.9. Approve capitalization of profits, following recommendation from the CL Board.

## **2. MONITORING OF PERFORMANCE – FINANCIAL PLANNING AND BUSINESS MONITORING**

The objective of the board is to ensure a proper system of financial and business planning including yearly plans to achieve strategic objectives which covers organizational and financial processes. The financial and business planning shall ensure a sound system of monitoring and corrective action.

### **The Business Board shall:**

- 2.1. Review quarterly performance, key financial and business objectives compared to AOP and business plans, the environment and market including competitive information and ensure that necessary corrective action(s) is/are taken by Management.
- 2.2. Approve the Annual Operating Plan (AOP) and CAPEX and/or any material changes thereto.
- 2.3. Review and monitor the business through appropriate MIS for both financial and non-financial results.
- 2.4. Approve interim declaration of dividend and recommend declaration of final dividend.
- 2.5. Review and approve the activities of and decisions taken by the board committees.
- 2.6. Review and approve related party transactions (RPT) in line with the Company's RPT Policy.
- 2.7. Approve significant changes in accounting policies or practices.
- 2.8. Approve treasury policies, including foreign currency exposure and the use of financial derivatives.
- 2.9. Approve abridged quarterly financial statements, where applicable.

- 2.10. Approve the annual report and audited financial statements.
- 2.11. Approve contracts entered into by the company, corporate guarantees and securities given in connection with bank facilities in the ordinary course of business.
- 2.12. Approve loans to a related Company/Party in line with the Company's RPT Policy.
- 2.13. Approve guarantee or security in connection with loans given by the Company to a Related Company/Party in line with the Company's RPT Policy.
- 2.14. Approve guarantee or security given in connection with loans made by a related subsidiary to another related subsidiary in line with the Company's RPT Policy.
- 2.15. To approve and promote total quality management principles and systems (e.g. ISO) in line with the Currimjee Quality Award framework.
- 2.16. Ensure conformance to all legal and statutory requirements.

### **3. BOARD STRUCTURE AND BOARD GOVERNANCE**

**The Board is the fundamental link between the shareholders and the company and is the focal point of the corporate governance system. The Board is ultimately accountable and responsible for the performance and affairs of the company. This involves a set of relationships between the Board, the management, its shareholders and other relevant stakeholders, and as such, shall be headed by an effective Board which can both lead and control the company.**

Key areas to be considered shall include composition of the board, committees of the board and their relationship, and relationship with subsidiary boards, the setting up of the board agenda, delegation of authority, discussion and approval of policies (including those covering related parties and related transactions) and the management of the board.

The Business Board shall

- 3.1. Approve Board Structure/Changes in Board Structure/Directorship/EXCO Structure (Where Applicable) including Joint Ventures, following recommendation from REMCO/CL Board (Where Applicable)
- 3.2. Approve the appointment, re-appointment and removal of Chairman / Managing Director/Executive Directors/Family Directors/Non-Executive Directors following recommendation from REMCO/CL (Where Applicable)
- 3.3. Approve the nomination of Directors on the Boards of subsidiary companies.

- 3.4. Approve the nomination of the Chief Executive Officer / General Manager.
- 3.5. Approve Board committees, their Membership and their Terms of Reference.
- 3.6. Formalize the division of responsibilities between the Chairman and Managing Director.
- 3.7. Approve and review delegation of powers to Management including financial delegation and cheque signatory powers with appropriate Limits of Authority.
- 3.8. Establish a Calendar for the Board and Committee Meetings and main agenda item(s) for the Board.
- 3.9. Formalize and maintain policies for the efficient functioning of the company and its relationship with its subsidiaries.
- 3.10. Ensure timely circulation of Notices of Meetings and Board Papers to Directors/Committee Members.
- 3.11. Undertake assessment of Board performance, that of its committees and individual Directors.
- 3.12. Approve the service contract for Managing Director / Executive Director, following recommendation from REMCO/CL Board.
- 3.13. Approve the remuneration and benefits payable to Directors, including any compensation for loss of employment, following recommendations from the CL Board.
- 3.14. Receive reports on quarterly benefits paid to Directors, reimbursement of expenses and Related Party Transactions involving directors.
- 3.15. Assess Directors' training and development needs on an annual basis.
- 3.16. Plan and approve Succession Planning of MD and Executive Directors and Senior Executives
- 3.17. Approve the Company's Corporate Governance Policies, Related Party Transactions (currently being drafted) and ensure compliance.

#### **4. HUMAN RESOURCE PLANNING/SYSTEMS AND MANAGEMENT**

**The objective shall be to ensure that the Human Resources, their management and development are given the proper thrust and importance by the board. The board shall also ensure that the HR systems, policies and issues relating to human potential are discussed at the board giving management direction.**

**The Business Board shall:**

- 4.1. Approve key HR policies and plans, delegation of authorities to management in line with the HR & OE Policy.
- 4.2. Approve appointment for key executive positions, through an established HR process.
- 4.3. Approve and monitor compensation policies for key executives. (Note: The key executives as defined by the HR & OE Policy).
- 4.4. Monitor job performance and encourage talent development of key executives. (Note: The key executives as defined by the HR & OE Policy).
- 4.5. Review annual renewal of Professional Indemnity Insurance for Directors and Employees.
- 4.6. Review of feedbacks from surveys on HR indices including employee well-being, environmental and societal engagements.
- 4.7. Implementation and management of a Succession Planning System for key executives. (Note: The key executives as defined by the HR & OE Policy).
- 4.8. Review and approve Company organigram at first level. First level refers to Executive Directors.

#### **5. INTERNAL CONTROL AND RISK MANAGEMENT**

**The purpose and objective is to put in place and maintain a sound system of internal control and risk management. The system shall be managed through appropriate monitoring of internal audit and risk management, and other efficient systems, including an ERM system.**

**The Business Board shall:**

- 5.1. Ensure maintenance of a sound system of internal control and risk management through the setting up of appropriate policies on risk management and internal control, and seek

regular assurance that shall enable it to satisfy itself that the system is functioning effectively.

- 5.2. Review audit management including Internal and External audit Management and Audit Reports.
- 5.3. Ensure competent and prudent management.
- 5.4. Ensure compliance with company policies.
- 5.5. Approve changes to the Company's Management and control structure.

## **6. COMMUNICATIONS/CORPORATE STEWARDSHIP**

**The purpose and objective is to ensure that the necessary systems are in place for the discharge of its responsibility for effective governance and stewardship towards all stakeholders through appropriate governance policies and regular communications.**

**The Business Board shall:**

- 6.1. Act as a link between the company (management) and its shareholders so as to align stakeholders' interest of value creation, protection of assets and long term sustainability.
- 6.2. Review and approve on an annual basis, policies, including Code of Conduct, Health and Safety Policy, Environmental policy, Communications Policy, Corporate Social Responsibility Policy, Charitable/ Political donations policy.
- 6.3. Approve press releases including DEM listing particulars, as applicable / communiqués concerning matters of importance.
- 6.4. Approve all communications to shareholders including resolutions to be put forward to shareholders at Shareholders' Meetings.
- 6.5. Approve and ensure effective communication with relevant stakeholders (Internal and External) openly and promptly with substance prevailing over form.

# CURRIMJEE

SINCE 1890

## **Currimjee Jeewanjee and Company Limited ("CJ") Related Party Transactions Policy Paper**

### **PURPOSE**

---

The Board of CJ recognizes that Related Party Transactions (as defined below) may give rise to potential or actual conflicts of interest and may raise questions whether such transactions are consistent with the Company and the Shareholders' best interests and done in compliance with the provisions of the Laws and Regulations.

This policy shall apply to transactions with Related Parties.

This Policy is intended to ensure due and timely identification, approval process, disclosure and reporting requirements of transactions between CJ and any of its Related Parties in compliance with the applicable laws and regulations as may be amended from time to time. It shall also ensure transparency in the conduct of Related Party Transactions in the best interest of the Company and the Shareholders.

Related Party Transactions, which shall be in line to those described in this policy, shall first be considered and approved by CJ's Audit & Risk Committee ("the Committee") in the manner set out herein, before being recommended for final approval by the Board of CJ.

The Committee may review and may amend the policy, as and when required, subject to approval of the Board.

### **DEFINITIONS**

---

#### **Related Party Transaction**

Related Party Transaction shall include any transaction (other than transactions of a revenue nature which are frequent, regular and repetitive, undertaken in the normal and ordinary course of business) between CJ and a Related Party, for provision of resources, services or obligations, and providing of finance regardless of whether a price is charged, and the transaction embraces the following:



- Sale, purchase or supply of any goods or materials;
- Selling or otherwise disposing of, or buying property of any kind;
- Leasing of property of any kind;
- Availing or rendering of any services;
- Appointment of any agent for the purchase or sale of goods, materials, services or property;
- Such related party's appointment to any office or place of profit in CJ, its Subsidiary Company or Associate Company;
- Financing (including loans and equity contributions in cash or kind);
- Providing or obtaining guarantees and collaterals; and
- Deputation of employees.

The above is an indicative list and not an exhaustive one.

CJ's Related Party, shall include the following: (i) a Currimjee Family Shareholder, (ii) a Director of CJ, (iii) the Managing Director of CJ, (iv) the Key Executives of CJ or any of their Associates, as defined in this paper.

### **Arm's Length**

"Arms' Length Transaction" shall mean a transaction between two related parties that is conducted as if they were unrelated, so that there is no conflict of interest.

### **Currimjee Family Shareholders**

Currimjee Family Shareholders shall include the 4<sup>th</sup> Generation Shareholders and the 3<sup>rd</sup> Generation Shareholders, and their children over 18 years of age, including children over 18 years of age from previous marriage.

It also covers legally formed entities in which the Currimjee Family Shareholder is a Director / Managing Director / Business Partner / Key Executive and is entitled to exercise, or control the exercise of 10% or more of the voting power at the meeting of Shareholders of that entity or one which is in a position to control the appointment and / or removal of a decision-maker in that entity.

### **Director**

Director shall have the same meaning as defined in the Companies Act 2001.

---

**Associate**

Associate shall mean:

(a) in relation to any \*(i) Currimjee Family Shareholder, (ii) Director of CJ, (iii) the Managing Director of CJ, (iv) the Key Executives of CJ shall mean:

- (i) the spouse and any child or stepchild under the age of 18 years of the Director, Key executive or Controlling Shareholder ("together the individual's family") and;
- (ii) the trustees (acting as such) of any trust of which the individual or any of the individual's family is a beneficiary or discretionary object; and
- (iii) any company in the equity capital of which the individual and/or any member or members of the individual's family (taken together) are directly or indirectly interested so as to exercise or control the exercise of 20% or more of the voting power at the meeting of shareholders, or to control the appointment and / or removal of Directors at Board meetings on all or substantially all matters, and any other company which is its subsidiary.

**Ordinary course of business**

"Ordinary course of business" shall mean the usual transactions, customs and practice undertaken by CJ to conduct its business operations and activities and includes all such activities which CJ can undertake as per its Constitution.

**Identification of Potential Related Party Transactions**

---

Every Currimjee Family Shareholder, Director, Managing Director and Key Executives shall be responsible for providing a declaration in the format as per Annexure 1 containing the following information to the Company Secretary, on an annual basis in the month of January:

1. Names of his / her associate
2. Partnership firms in which he / she or his / her associate is a business partner;
3. Private Companies in which he / she is a Shareholder or Director;
4. Public Companies in which he / she is a Director and holds along with his / her associate more than 5% of paid up stated capital;
5. Any Body Corporate whose Board of Directors, Managing Director or Manager is accustomed to act in accordance with his / her advice, directions or instructions; and

6. Persons on whose advice, directions or instructions, he / she is accustomed to act (other than advice, directions or instructions obtained from a person in professional capacity).

The Company Secretary shall to the extent of information available at the Secretariat office pre-fill the declaration form required and send to the Related Party for completion and execution.

They shall also be responsible to update the Company Secretary of any changes in the above relationships, directorships, holdings, interests and/or controls immediately on becoming aware of such changes.

The Company Secretary shall be responsible to maintain an updated Register of Interest for the above information pertaining to Related Parties.

Every Currimjee Family Shareholder, Director of CJ, Managing Director of CJ and Key Executives of CJ shall be responsible for providing prior Notice to the Company Secretary of any potential Related Party Transaction being undertaken with disclosures as provided in this policy.

They shall also be responsible for providing additional information arising out the transaction that the CJ Board / Committee may request, for consideration at the Committee and / or CJ Board.

All potential Related Party Transaction must be reported by the Company Secretary to the Chairman of the Committee for submission for approval or ratification by the Committee in accordance with this policy.

Any such Transaction duly brought to the Committee's attention shall be analyzed in consultation with Management of CJ as appropriate, to determine whether the transaction or relationship shall constitute a Related Party Transaction requiring compliance with this Policy.

In exceptional cases, where a prior approval is not taken due to an inadvertent omission or due to unforeseen circumstances, the Committee may ratify the transactions in accordance with this Policy.

#### **Review and Approval of Related Party Transactions**

---

The Committee shall be provided with the details of each new, existing or proposed Related Party Transaction, including the terms of the transaction, the business purpose of the transaction, and the benefits to CJ and to the relevant Related Party. In determining whether to approve a Related Party Transaction, the Committee shall consider, amongst other factors, the following factors to the extent relevant to the Related Party Transaction:

- whether the terms of the Related Party Transaction are fair to CJ and on the same basis as would apply if the transaction did not involve a Related Party;
- whether there are business reasons for the Company to enter into the Related Party Transaction;
- whether the Related Party Transaction would impair the independence of an outside director; and
- whether the Related Party Transaction would present an improper conflict of interests for any Currimjee Family Shareholder, Director of CJ, Managing Director of CJ and Key Executives of CJ, taking into account the size of the transaction, the overall financial position of the Currimjee Family Shareholder, Director of CJ, Managing Director of CJ, and Key Executives of CJ or Related Party, the direct or indirect nature of the said Currimjee Family Shareholder's, Director's, Managing Director's, Key Executives' or Related Party's interest in the transaction and the ongoing nature of any proposed relationship, and any other factors the Committee deems relevant.
- Whether the Related Party Transaction between CJ and its Managing Director, its Key Executives, the Currimjee Family Shareholder, or any of their Associates has been conducted at arm's length with any consideration paid or received by the Company or any of its related parties in connection with any such transaction being on terms no less favorable than terms available to any unconnected third party under the same or similar circumstances.

As provided in the Constitution of CJ, a Director who has declared his interest in accordance with the Constitution shall not be present at that part of the meeting in which any matter relating to the transaction or proposed transaction in which he/she is interested is discussed and should not participate in the debate, vote or indicate how he/she would have voted on the matter in the Board Meeting.

Upon completion of the review of the transaction, the Committee shall assess whether to permit or to request to modify or to prohibit the Related Party Transaction and make appropriate recommendation(s) to the CJ Board.

A Related Party Transaction entered into without pre-approval of the Committee shall not be deemed to violate this Policy, or be invalid or unenforceable, so long as the transaction is brought to the Committee as promptly as reasonably practical after it is entered into or after it becomes reasonably apparent that the transaction is covered by this policy.

In case the Committee and/or the CJ Board determines not to ratify a Related Party Transaction that has been commenced without approval, the Board/ Audit & Risk Committee, as appropriate,



may direct additional actions including, but not limited to, immediate discontinuation or rescission of the transaction, or modification of the transaction to make it acceptable for ratification.

In connection with any review of a Related Party Transaction, the Committee / Board shall have authority to modify or waive any procedural requirements of this Policy.

The Committee shall submit with appropriate recommendation, to CJ Board, all Related Party Transactions recorded for consideration and approval / ratification.

The agenda of the CJ Board at which approval for Related Party Transactions is sought shall disclose the necessary details as have been provided to the Committee, for an informed decision, and if deemed fit, the CJ Board may approve the transaction with such modification as may be necessary or appropriate under the circumstances.

Approved by the Board on 09 May 2018

**NOTIFICATION OF INTEREST WITH RELATED PARTIES**

Name of Managing Director/Director/Key Executives/Currimjee Family Shareholder:

Position held in the Company:

DECLARATION OF INFORMATION		
1.	Any company in which I am a Director	
2.	Any company in which I exercise more than 10% of the voting power at Shareholders' Meeting or control the appointment/removal of Director at Board Meeting	
3.	<div> <div>Name of associate(s)</div> <div> <div>(i) Spouse and children and step children under the age of 18 years</div> <div>(ii) Trustees (acting as such) or any Trust which I am or my family (spouse and children under the age of 18 years) is a beneficiary or Discretionary Object</div> <div>(iii) Any company in which I or a member of my family (spouse and children under the age of 18 years) taken together, directly or indirectly exercise more than 20% of voting power at Shareholders' Meeting or control the appointment/removal of Director at Board Meeting.</div> </div> </div>	
4.	Partnership firms in which I or my associate (s) is / are partner.	
5.	Any Corporate Body whose Board of Directors, Managing Director or Manager is accustomed to act in accordance with my advice, directions or instructions.	
6.	Persons on whose advice, directions or instructions, I am accustomed to act (other than advice, directions or instructions obtained from a person in professional capacity).	

Signature:.....

Date:.....