

CORPORATE Governance Report

The Board of Directors (“the Board”) is pleased to present to its Shareholders and stakeholders the Corporate Governance Report (the Report”) for the financial year ended 31 December 2020.

This Corporate Governance Report forms part of the Integrated Report which is published on the Currimjee website <http://www.currimjee.com>.

As mentioned in the Report, this year has been very challenging, particularly due to the COVID-19 pandemic landscape, which has taken a huge toll on the global economy. Mauritius being heavily exposed to global dynamics, has likewise seen an unprecedented downturn, which unfortunately, will linger well into year 2021.

This pandemic also led us to rethink our ways of working. The Board, together with the Group’s Leadership Team have in a united, dynamic and seamless manner, responded to the crisis and proved agile in facing the challenges supported by our robust governance framework.

The Board acknowledges the role of the Regulatory Bodies, the National Committee on Corporate Governance, the Mauritius Institute of Directors and all other such organisations, for advocating and ensuring the application of good corporate governance practices and the more so in these challenging times. The Company is a Public Interest Entity and the Board fully endorses the eight principles espoused by the National Code of Corporate Governance of Mauritius 2016 (“the Code”).

The Board, with the support of its Leadership Team, is responsible to maintain a solid governance framework, with structured policies, processes and embed ethical culture, to enable the rolling out of effective, entrepreneurial, prudent management and control so as to deliver long-term sustainable success of the Company and value generation, as well as fostering stakeholders’ engagement.

PRINCIPLE 1 – GOVERNANCE STRUCTURE

The Board

Statement of Accountabilities

The Company operates with a unitary Board with distinct separation of the Executive, Non-Executive and Independent Directors’ functions. The Board is responsible for leading and controlling the organisation as well as meeting all legal and regulatory requirements and acts in the best interest of Shareholders.

In order to assist the Board in the discharge of its duties, some specific specialised areas are delegated to established Board Committees comprising of Board Directors, and to management functions, followed by clear recommendations to the Board. The governance structure is as follows:



The roles and responsibilities of these Board Committees have been approved by the Board and are subject to annual review.

The Board has further formalised and approved a Delegation of Authority Matrix, defining the decision making authority and financial limits (where relevant) for the Board, the Managing Director, the various Board Committees and the Chief Financial Officer of the Company. It also highlights decisions for which the approval from the ultimate holding company, Currimjee Limited, are required.

CORPORATE GOVERNANCE REPORT

Board Charter and position statements

The Board has adopted a Board Charter (“Charter”), which describes amongst others, the composition, roles and responsibilities of the Board and its Board Committees, the approved key senior governance positions and their statement of accountabilities.

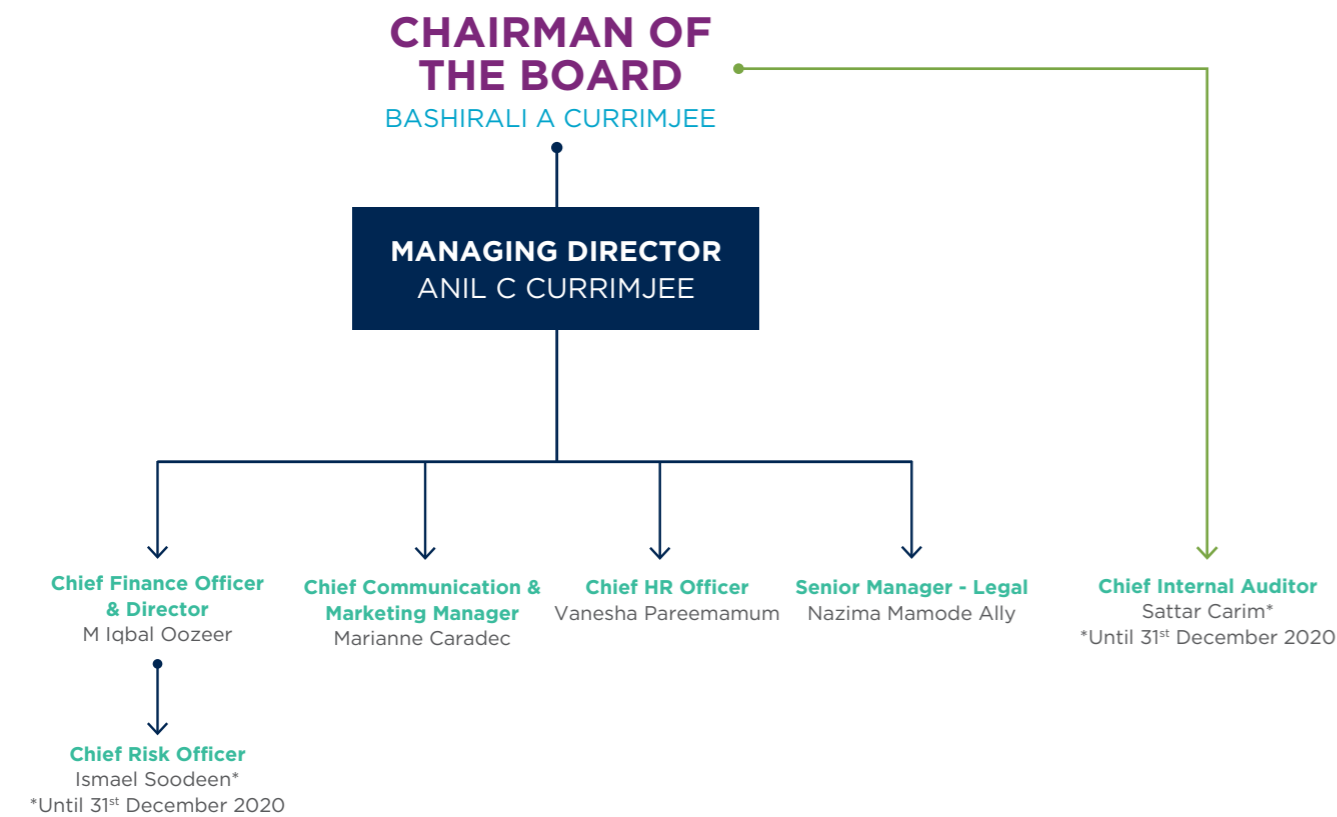
The Charter and Position Statements are published on the website <http://www.currimjee.com>.

Code of Conduct

A Code of Conduct has been adopted by the Company and it sets out the Currimjee Group’s ethical and professional standards of behaviours and attitudes to be followed by the employees and Directors. All concerned are called to read and subscribe to the Code of Conduct with due care and attention and they are expected to comply fully with its provisions.

The Code of Conduct is published on the website <http://www.currimjee.com>.

Organisational Chart of Key Leadership Positions



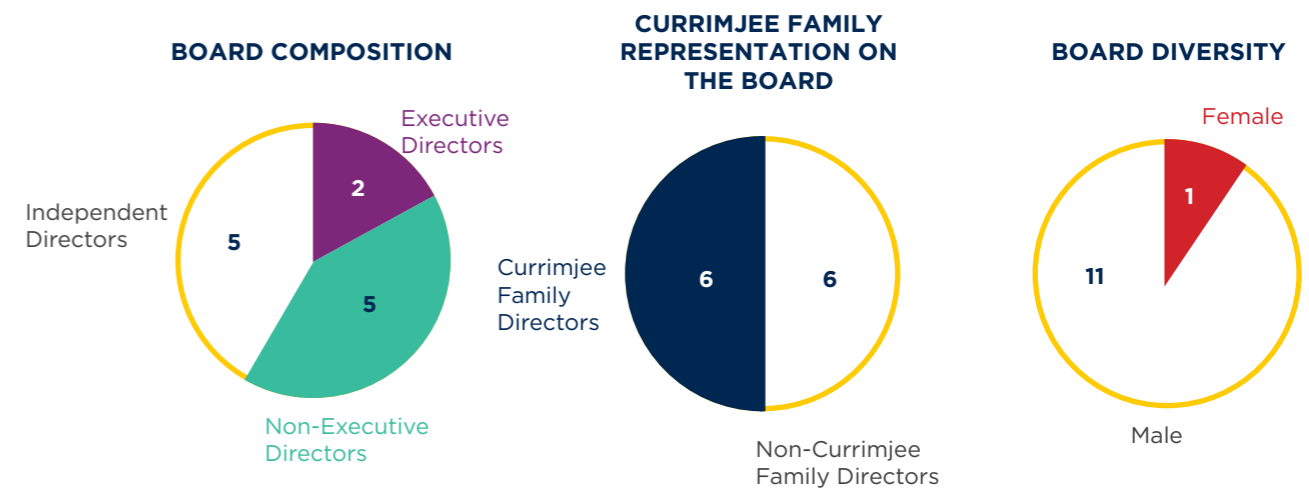
The profiles of the key leadership positions are set out on pages 140-146 of the Integrated Report.

PRINCIPLE 2 - THE STRUCTURE OF THE BOARD AND ITS COMMITTEES

The Company is a professionally managed “Family Owned Enterprise” led by a unitary Board made up of twelve Directors as at the date of this report - two in the category of Executive, five in the category of Non-Executive, including the Chairman and five in the category of Independent, including a lady Director, thus ensuring the correct balance in terms independence versus “Family” Board representation, with diversified skills, competencies, expertise, knowledge and gender representation.

Mr Mazahir Adamjee, formerly a Non-Executive Director, stepped down as Director and Member on the Board’s Committees on 28 October 2020.

Mr Manoj Kohli and Mr Uday Kumar Gujadhur joined the Board as Independent Directors in February 2021. Mr Gujadhur, having financial expertise, has been appointed as Chairman of the Audit & Risk Committee on 25 February 2021.



The profiles of Directors are set out on pages 134-138 of the Integrated Report. The Board has decided to only disclose directorships in companies listed on the Stock Exchange of Mauritius Ltd and public companies. Details of other directorships are available at the Company’s registry.

CORPORATE GOVERNANCE REPORT

Board Responsibilities

The Board's key areas of responsibility encompass the following:

Values, Vision and Strategy	To nurture the core values of the Company, and ensure that these values are communicated and spread across the organisation and that they lead into a coherent vision in line with that of the Shareholders.
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 organisational and financial processes.
Board Structure and Board Governance	To be 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.
Human Resource Planning/ Systems and Management	To ensure that the Human Resources, their management and development are given the proper thrust and importance. To ensure that the HR systems, policies and issues relating to human potential are discussed at the board.
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.

Board's Focus areas for the Financial Year 2020

The Board held six Meetings during the year under review.

The key matters considered and discussed at the Board Meetings are set out below:

Financial Matters	Strategy & Risk	Governance
<ul style="list-style-type: none"> Review and approval of the Annual Report for the year ended 31 December 2019. Assessment of the financial consequences of the COVID-19 outbreak on the Company and its subsidiaries and arranging for solutions to assure liquidity of the Group's companies. Quarterly review of the performance of the Company and the Group against budget, including operational and financial highlights. Approval of the revised AOP for year 2020, taking into consideration the impact of the COVID-19 pandemic on the businesses. Declaration and payment of final dividend for the year ended 31 December 2020. Approval of banking facilities and provision of corporate guarantees. 	<ul style="list-style-type: none"> Review the impact of the COVID-19 pandemic on the operations of the Group and responsive measures put in place to ensure business continuity and build resilience. Approval of the strategic objectives and initiatives for the year 2021. Monitoring and review of the strategic plan for the Company and the Group. Review of major projects. Review of progress on major transactions. 	<ul style="list-style-type: none"> Re-election of the Chairman of the Board, in accordance with the provisions of the Constitution. Receive the reports and the recommendations from the Board's Committees. Approval of Corporate Governance Report for the financial year 2019. Taking cognizance of the results from the evaluation of the Board, individual Directors and Board Committees and approve improvement action plan. Approval of a Delegation of Authority Matrix. Approval of policies related to data protection. Review of the Board composition of key subsidiaries.

Board Committees

As part of the Corporate Governance Framework, a Board Committee structure has been established to support and assist the Board in the discharge of its duties on specific specialised matters. Whilst retaining the overall responsibilities, the Board has delegated these matters to five standing Board Committees, for more comprehensive consideration and evaluation, followed by well-considered recommendations to the Board and further discussions as may be required at that level.

These Board Committees are as follows:

- Audit & Risk Committee
- Corporate Governance Committee
- Human Resources and Organisational Effectiveness Committee
- Strategy & Finance Committee
- Nomination & Remuneration Committee.

The responsibilities of each Board Committee are defined in their respective Committee Charters, duly approved by the Board. They are available on the Company's website <http://www.currimjee.com>.

Audit and Risk Committee

Composition	Main Responsibilities	Key matters discussed in 2020
<p>Chairman</p> <p>Mr Mazahir Adamjee (until 28 October 2020)</p> <p>Mr Uday K Gujadhur (appointed on 25 February 2021).</p> <p>Members</p> <p>Mr Ashraf M Currimjee - resigned as Member on 27 July 2020</p> <p>Mr Riaz Currimjee</p> <p>Mrs Aisha C Timol</p> <p>In attendance:</p> <p>Mr Anil C Currimjee - Managing Director</p> <p>Mr M Iqbal Oozeer - Chief Finance Officer</p> <p>Mr Sattar Carim - Consultant</p>	<ul style="list-style-type: none"> Monitor the integrity of the financial statements and annual report and reviewing significant financial reporting issues and judgements therein; Review the Company's internal controls related to financial reporting and disclosure controls and procedures and monitoring the effectiveness of the internal audit function; Review the internal audit recommendations and monitoring their implementation; Make recommendations to the Board in relation to the appointment, re-appointment and removal of the External Auditor; Agree with the External Auditor on the terms of their engagement, the scope of the audit and their fees (whether for audit or non-audit services); Assess annually the independence and objectivity of the External Auditor, their expertise and resources and the effectiveness of the audit process; Advise the Board on the overall risk appetite, tolerance and strategy, ensuring that an overall risk management framework is in place and reviewing policies related to risk management; Monitor the "Related Party Transaction Policy" as established by the Board. 	<ul style="list-style-type: none"> Review of Audited Financial Statements for financial year 2019 Review of client service report from external auditors and letter of representation. Review of internal audit reports, internal audit plan and implementation of audit recommendations. Review of Enterprise Risk Management Reports. Appointment of external auditors for financial year 2020, following tender process. Approval of external auditor's engagement letter and client service plan.

CORPORATE GOVERNANCE REPORT

Corporate Governance Committee

Composition	Main Responsibilities	Key matters discussed in 2020
<p>Chairman Mrs Aisha C Timol</p> <p>Members Mr Bashirali A Currimjee Mr Ashraf M Currimjee Mr Azim F Currimjee Mr M Iqbal Oozeer</p> <p>In attendance: Mr Anil C Currimjee – Managing Director</p>	<ul style="list-style-type: none"> Recommend to the Board of Directors on the corporate governance provisions to be adopted so that the Board remains effective and complies with prevailing corporate governance principles; 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; Determine, agree and develop the Company's general policy on Corporate Governance in accordance with the Code; Review the Company's Corporate Governance Policy and any other issues related to Corporate Governance and making requisite recommendations to the Board for consideration and approval. Advise the Board of CJ as well as the Boards of the 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, in line with the Code. 	<ul style="list-style-type: none"> Review of corporate governance reports for the company and a few PIE subsidiary companies. Board evaluation survey results and recommendation to Board. Recommendation to Board on Board committee evaluation process; Recommendation to Board on individual director evaluation process. Recommendation on guiding principles and selection criteria for appointment of new Directors on the Board of the Company and a few key subsidiaries.

Strategy & Finance Committee

Composition	Main Responsibilities	Key matters discussed in 2020
<p>Chairman Mr Anil C Currimjee</p> <p>Members Mr Bashirali A Currimjee Mr Azim F Currimjee Mr Riaz Currimjee Mr Christophe de Backer Mr M Iqbal Oozeer</p>	<ul style="list-style-type: none"> Ensure an effective strategic planning process is in place. Review and propose the strategic objectives and options to the Board and monitoring effectiveness of strategies. Approve and monitor large investments within limits of authority. Review and monitor the IT policy, investment in IT and strategic assets. Make recommendations to the Board on matters pertaining to capital structure, finance strategy, treasury operations, investment strategies and financial risk management. Develop and recommend long-term financial objectives for the Company. 	<ul style="list-style-type: none"> Approval of annual operating plan Quarterly and annual performance reviews. Approval of revised budget, taking into account the COVID-19 impact; Review and approval of investment opportunities Monitoring of major projects and transactions at the level of subsidiaries Approval and monitoring of annual strategic objectives.

Human Resources and Organisational Effectiveness Committee

Composition	Main Responsibilities	Key matters discussed in 2020
<p>Chairman Mr Shahrukh D Marfatia</p> <p>Members Mr Anil C Currimjee Mr Azim F Currimjee Mr Karim Barday Mrs Vanesha Pareemamun</p>	<ul style="list-style-type: none"> Ensure that the human resources, their management and development as well as organisational effectiveness are given the proper thrust and importance by the Board. Formulate, review and monitor relevant Human Resources and Organisational Effectiveness policies, systems and structures, reporting on their implementation and making recommendations to the Board. Review and monitor appointment for key executive positions and approve appointments of all reportees to the Managing Director. Review and monitor compensation policies for key executives and approve compensation decisions relating to all reportees to the Managing Director. Review the implementation of talent development programme and succession planning for the position of the Managing Director, his reportees and other key executives, so as to ensure business continuity. 	<ul style="list-style-type: none"> Review of HR Dashboard. Approval of HR Policies. Approval of HR Action Plan. Talent Review and Talent Development. Review of employee engagement survey findings. Review of organisation structure. Organisational efficiency initiatives. Environment & Sustainability Action Plans. Sustainability reports review.

Nomination & Remuneration Committee

Composition	Main Responsibilities	Key matters discussed in 2020
<p>Chairman Mr Bashirali A Currimjee</p> <p>Members Mr Mazahir F E Adamjee (until 28 October 2020) Mr Shahrukh D Marfatia Mrs Aisha C Timol Mr Christophe de Backer</p>	<ul style="list-style-type: none"> Recommend the Board on the appointment / replacement / removal of Executive Directors, Non-Executive Directors and Independent Directors. Recommend the Board on the appointment, replacement and removal of Directors on the Board of the Company's subsidiaries. Recommend the Board on the succession planning for the Managing Director. Making recommendations to the Board on Non-Executive and Independent Directors' fees. 	<ul style="list-style-type: none"> Approval of guiding principles and selection criteria with respect to the appointment of new Directors on the Board of the Company and some subsidiary companies; Recommendation to Board on the appointment of new Directors on the Board of the Company; Recommendation to the Board on the appointment of Independent Directors on the Boards of subsidiary companies.

CORPORATE GOVERNANCE REPORT

Attendance at Board Meetings and Board Committees

The table below gives the records of attendance at the Company's Board and Committee meetings for the year under review:

Directors	Category of Director	Board Meeting	Audit & Risk Committee	Corporate Governance Committee	Strategy & Finance Committee	Human Resources & Organisational Effectiveness Committee	Nomination and Remuneration Committee
Number of meetings held during the year		6	3	4	5	4	4
Mr Bashirali A Currimjee	Non-Executive	6	n/a	4	5	n/a	4
Mr Anil C Currimjee ¹	Executive	6	3	3	5	4	n/a
Mr M Iqbal Oozeer ²	Executive	6	3	3	5	n/a	n/a
Mr Ashraf M Currimjee ³	Non-Executive	6	1	3	n/a	n/a	n/a
Mr Azim F Currimjee	Non-Executive	6	n/a	4	5	4	n/a
Mr Riaz A Currimjee	Non-Executive	4	3	n/a	5	n/a	n/a
Mr Christophe de Backer	Non-Executive	6	n/a	n/a	5	n/a	3
Mr Mazahir F E Adamjee ⁴	Non-Executive	5	2	n/a	n/a	n/a	3
Mr Shahrukh D Marfatia	Independent	6	n/a	n/a	n/a	4	4
Mrs Aisha C Timol	Independent	6	3	4	n/a	n/a	4
Mr Karim Barday	Independent	5	n/a	n/a	n/a	4	n/a
Committee Member							
Mrs Vanesha Pareemamun		n/a	n/a	n/a	n/a	4	n/a

Notes:

- Mr Anil C Currimjee is in attendance at Audit & Risk Committee and Corporate Governance Committee Meetings.
- Mr M Iqbal Oozeer is in attendance at Audit & Risk Committee Meetings.
- Mr Ashraf M Currimjee stepped down as Member of the Audit & Risk Committee in July 2020.
- Mr Mazahir Adamjee stepped down as Director and as Member of the (i) Audit & Risk Committee and (ii) Nomination and Remuneration Committee in October 2020.
- Mr Manoj Kohli and Mr Uday K Gujadhur were appointed as Independent Directors in February 2021.

PRINCIPLE 3 - DIRECTOR APPOINTMENT PROCEDURES

Appointment and re-election

The Company is party to a Shareholders' Agreement ("SHA") which has provided for the setting up of a Nomination and Remuneration Committee at the level of the ultimate holding company, Currimjee Limited (formerly known as Fakhary Limited), and has agreed upon an overriding principle that the appointment, replacement and removal of Directors on the Board shall be approved by the Board of Currimjee Limited. Such appointment / replacement / removal shall first have been recommended by the Company's Board under the recommendation of the Company's Nomination and Remuneration Committee.

Directors are appointed on merit, in a formal and transparent process with the view to maintaining an optimal Board structure, taking into consideration the Board's requirements and the Code's guidelines.

As provided in the Constitution of the Company, all Directors are subject to retirement by rotation and are eligible for re-election at the Annual Meeting of Shareholders.

Induction and orientation

Newly appointed Directors benefit from an established induction programme that includes meetings and business presentation sessions with the Group Leadership Team, aimed at deepening their understanding of the businesses, the environment and market in which the Group operates.

The Director also receives a comprehensive induction folder outlining essential Board, Company and Group information and major projects.

Professional Development of Directors

The Company provides regular updates and the necessary information to the Directors to best develop their knowledge and capabilities. The Board facilitates the professional development of Directors to enable them to continuously update their skills and knowledge to better fulfil their role on the Board and its Committees.

The Board also recognises and nurtures talent and has put in place a Talent Development Program for Senior Management to ensure that the Group creates opportunities to develop current and future leaders.

Succession Planning of Directors

The Board views succession planning as crucial for the Company's sustainability and is a key contributor to the delivery of Group's strategy and its ability to create value in the long term. The Board maintains a database of potential candidates for Board appointments.

As part of their mandate, both the Company's Corporate Governance Committee and Nomination & Remuneration Committee recommends plans for the succession of Directors. They ensure that when the replacement of retired Chairman/Directors are made, candidates with the requisite skills and experience are identified, taking into account the Company's current and future needs. The succession planning of the Managing Director is

addressed at the level of the Nomination & Remuneration Committee of Currimjee Limited. The Board has also approved a business continuity plan for the two Executive Directors.

In accordance with the SHA, the appointment of a Director and the Chairman on the Board of the Company is also addressed at the level of the Board of Currimjee Limited. The dynamics of the interactions between the Company's Board and its Board Committees with Currimjee Limited give assurance that the best candidates are appointed.

PRINCIPLE 4 - DIRECTOR DUTIES, REMUNERATION AND PERFORMANCE

All Directors are fully appraised of their fiduciary duties as laid out in the Companies Act.

The Board has approved 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. It also ensures transparency in the conduct of Related Party Transaction(s) in the best interest of the Company and its Shareholders. The Audit & Risk Committee has been assigned responsibility to monitor and report related party transactions to the Board. The Board ensures that all related party transactions are carried out at arm's length.

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

Information, Information Technology and Information Security Governance

Information

The Chairman, with the assistance of Management Leadership Team and the Secretary, ensures that Directors receive necessary information for them to perform their duties and that the Board has sufficient time for consultation and decision making.

Directors also have access to the Company's Management Leadership Team.

Information Technology and Information Security Governance

In the continued consolidation of its Information Security Framework, CJ IT underwent an Insider Threat Audit in January 2020 on site from an international hacker. The results of this Audit were very encouraging and its recommendations have already been implemented. Furthermore, in 2020, CJ IT embarked on its ISO27001 certification path and will complete this exercise in 2021. IT Policies have been updated to meet the requirements of ISO norms and documentation of IT processes have been reviewed.

During the COVID-19 national lockdown, employees from the Company and all subsidiaries switched from CJ Private Cloud to Work from Home and could access all resources required to work remotely. An IT Protocol was also put in place for laying down the rules for working remotely. The use of secured video conferencing by Zoom

CORPORATE GOVERNANCE REPORT

allowed Board and Management Meetings to be carried out seamlessly. Information security awareness sessions were also conducted for employees during the Covid period by Zoom.

The digitalisation process was enhanced in year 2020 with automation of petty cash, sales invoicing accounting and as far as possible, most payments are being made by Internet Banking.

A new version of the Sicorax Payroll System was also implemented in year 2020. This version of the software has made it easier to have a consolidated employee data and payroll management.

Board, Board Committee & Individual Director evaluation

The Board has established a robust system for the evaluation of its own performance through the circulation of a questionnaire to each Director to obtain their feedback on the effectiveness of the Board, its procedures and practices. The Board is evaluated on an annual basis.

The results are compiled and analysed by the Secretary with utmost confidentiality and first presented for discussion at the Corporate Governance Committee which then, recommends appropriate action plans to the Board in view of further enhancing Board performance.

A 360-degree evaluation by peer Directors has also been carried out for individual Director evaluation in year 2020. The results have been analysed by the Secretary with utmost confidentiality and an overall summary has been shared with the Chairman of the Board and the Chairman of the Corporate Governance Committee. Each Director has received a feedback on his/her own

performance including his self-rating as well as the average rating from his fellow Directors.

The Company has additionally conducted an evaluation of the different Board Committees in year 2020.

Remuneration Philosophy

The Board of Currimjee Limited is delegated with the authority to determine the terms of employment and initial remuneration package/change in structure of the package and the payment of performance bonuses for the Managing Director. This exercise is carried out in close collaboration with the Nomination and Remuneration Committee and the Board of the Company. The remuneration of the Managing Director is reviewed every three years, as per his service contract.

Independent and Non-Executive Directors' fees are approved by the Board, taking into consideration the recommendations of the Nomination & Remuneration Committee. Independent and Non-Executive Directors (excluding retired Group Executive Directors and Executive Directors of the Currimjee Group) are paid committee fees, in addition to their Directors' fees. They are also remunerated for attendance at Board Meetings. 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.

The Nomination and Remuneration Committee of Currimjee Limited also makes recommendations to the Board on the pension for Retired Executive Directors.

Remuneration and benefits received by Directors during the financial year under review from the Company were as follows:

Name of Director	Category of Director	Year 2020	Year 2019
		Rs'000	Rs'000
Mr Bashirali A Currimjee	Non-Executive	15,708	30,055
Mr Anil C Currimjee	Executive	16,483	13,224
Mr M Iqbal Oozeer	Executive	13,751	12,192
Mr Ashraf M Currimjee	Non-Executive	410	462
Mr Azim F Currimjee	Non-Executive	410	462
Mr Mazahir F E Adamjee ¹	Non-Executive	8,191	10,545
Mr Riaz A Currimjee	Non-Executive	350	350
Mr Christophe de Backer	Non-Executive	400	300
Mr Shahrukh D Marfatia	Independent	1,153	1,033
Mr Karim Barday	Independent	350	300
Mrs Aisha C Timol	Independent	450	400

Note 1: Mr Mazahir Adamjee stepped down as Director on 28 October 2020.

Directors did not receive any remuneration and benefits from the Company's subsidiaries for the year under review. Non-Executive Directors have not received remuneration in the form of share options.

The Board has formal policies regarding Executive Directors' benefits including Directors' Medical Policy, Directors' Business Travel Policy and Directors' Entertainment Policy.

The remuneration policy for the employees are determined by the Human Resources & Organisational Effectiveness Committee established by the Board.

Executive Directors' Service Contracts

Messrs. Anil C Currimjee and M Iqbal Oozeer have a service contract with the Company, with no prescribed expiry terms.

Consultancy Contract

The Chairman has a Consultancy Contract with the Company and the scope of the contract covers advisory services specifically in relation to Emtel Limited, a subsidiary company.

Directors' & Officers' Liability Insurance

A liability insurance cover for Directors and Officers has been subscribed by the Company. The policy provides cover for the risks arising out of acts or omissions of the Directors and Officers of the Company in the performance of their duties, to the extent permitted by law.

Directors' interests in Shares

The Directors' indirect interests in the stated capital of the Company at 31 December 2020 were as follows:

Director	Indirect interests in the Company's shares through Currimjee Limited	%
Mr Anil C Currimjee		4.47
Mr Ashraf M Currimjee		6.65
Mr Azim F Currimjee		7.31
Mr Riaz A Currimjee		5.03

PRINCIPLE 5 - RISK GOVERNANCE AND INTERNAL CONTROL

Risk Governance

The Board is responsible for maintaining an effective system of risk management and internal control.

The Company's risk management system is set out in more depth on pages 52-71 of the Integrated Report.

Internal Control

The Board is responsible for monitoring the system of internal control and must satisfy itself that the system is functioning effectively. Management is responsible for the design, implementation and monitoring of the internal control system. Appropriate processes, procedures and policies incorporating relevant internal controls, have been designed and implemented, to provide reasonable assurance that the control objectives are attained. The Board acknowledges that a system of internal control can only provide reasonable

but not absolute assurance against the occurrence of misstatements, human error, losses, fraud and other irregularities.

Whilst retaining the overall responsibilities, the Board has delegated the authority for monitoring and reviewing the effectiveness of the Company's internal control and compliance systems to the Audit & Risk Committee. The Board also relies on the internal audit function to report on any weaknesses in the internal control systems and make recommendations to Management and to the Audit & Risk Committee for appropriate actions.

Whistleblowing policy

The Company has a Whistleblowing Policy, which is communicated to the Directors and all employees. The Company expects its Directors, employees and anyone associated with the Company, who have concerns about any aspect of malpractices encountered within the Company to come forward and voice those concerns within a defined process without fear of reprisals.

The whistleblowing policy ensures that the whistleblower's identity is treated with confidentiality.

PRINCIPLE 6 - REPORTING WITH INTEGRITY

Health and Safety

The Company is fully committed to undertake its business in such a way so as to minimise the risk of injury or ill health of its employees or damage to the property. The Company ensures that safety and health of employees are an integral part of business decisions and that it complies with the provisions of the Occupational Safety and Health Act 2005 and all related legislations.

It has adopted a Health and Safety Policy which sets out recommendations for a healthy and sound workplace and which has been communicated to all employees. A Safety and Health Consultant has been appointed to regularly inspect, audit and assess the Safety and Health standards of the working environment, and review, recommend, develop measures to control workplace hazards. A Safety and Health Committee including representatives from management and employees meets every two months to inter-alia discuss and make proposals to the Company on matters regarding the safety, health and welfare of employees, promote cooperation between the employer and the employees in achieving and maintaining safe and healthy working conditions, and ensure that health and safety issues raised are addressed.

The Company also makes sure that its employees are acquainted to Safety and Health requirements at work through regular awareness sessions and empowers the employees to act in emergency response situations through Safety and Health trainings (First Aid, Fire Safety) and emergency drill activities.

Year 2020 has been a challenging year for Health and Safety in regards to COVID-19 pandemic situation.

CORPORATE GOVERNANCE REPORT

The safety of all stakeholders were among the top priorities of the Company and a number of initiatives were implemented. These included the introduction of a comprehensive internal protocol document, regular communication and updates on precautions and sanitary measures, 'work from home' arrangements, 'Work Access Permits' for staff, regular cleaning of premises, provision of Personal Protective Equipment (PPEs) and online training.

Environment & Sustainability

The Company is strongly committed to environmental and sustainable management in all its activities and projects. An Environment and Sustainability Statement which sets out its commitments and provides guiding principles to ensure that all business activities are in harmony with environmental preservation and sustainability, has been adopted.

The environmental commitments of the Company are as follows:

- Endeavour to preserve the environment and manage its operations in a sustainable manner for the well-being of future generations.
- Consider environmental and sustainability aspects as an integral part of the business strategy and operating methods.
- Recognise the global challenges due to climate change and diligently honour the Company's responsibility to reduce the environmental impacts of its business operations.
- Continually monitor and improve its environmental performance and support customers', employees', partners', the community's and other stakeholders' environmental and sustainability initiatives and progress.

These commitments are aligned with the United Nations Sustainable Development Goals (UN SDGs) and are regrouped under four strategic drivers:

- Addressing climate change
- Preserving ecosystems & natural resources
- By product and waste management
- Safe and Engaged company and community

The Company reports its environment and sustainability performance in its annual Sustainability Report in accordance with the 'Core' option of the Global Reporting Initiative (GRI) and the achievements in terms of the UN goals are also reported. The full sustainability report is openly available on the Currimjee website: https://www.currimjee.com/documents/currimjee_sustainability_report_2019_3.pdf

Corporate Social Responsibility

The operating companies of the Currimjee Group channel their CSR contributions (or a part thereof) to the Currimjee Foundation which manages and implements the Group's CSR projects. The Foundation enables the sustainable development of underprivileged communities and focuses on impactful actions in the fields of education, health, environment, leisure/sports and socio-economic developments. It provides a structured and professional approach to the deployment of the Group's commitment to social concerns.

Details of the major projects undertaken by the Currimjee Foundation are available for consultation on the Currimjee website: <https://www.currimjee.com/social-environment/currimjee-foundation.html>

Donations

Donations made by the Company were as follows:

	Year 2020 (MUR'000)	Year 2019 (MUR'000)
Political donations	Nil	Nil
Non-political / charitable donations	6,529	768
TOTAL	6,529	768

On an initiative of the Company's leadership team and with the support and involvement of all employees, the Currimjee Relief Fund/COVID-19 was set up in May 2020 in order to assist those people most impacted by the COVID-19 pandemic in Mauritius.

On a voluntary basis, the staff of the CJ Group was invited to contribute financially to the Currimjee Relief Fund/COVID-19. The Company pledged to double the amount collected and make the fund available to the neediest.

The target beneficiaries of the Currimjee Relief Fund were Group employees and their families, shelters, NGOs and local communities living in disadvantaged regions and which had been severely affected by COVID-19.

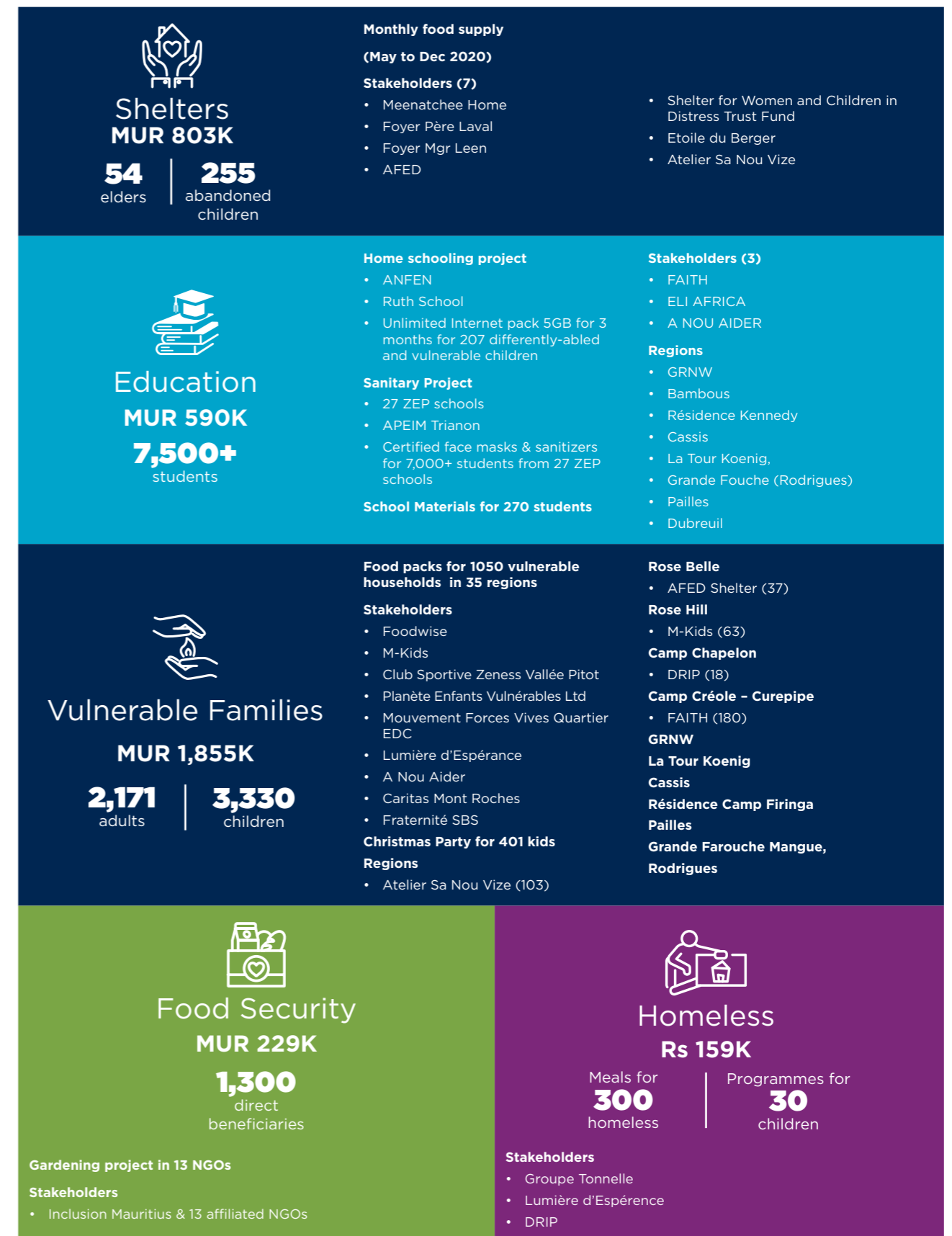
Since the lockdown and to date, the Currimjee Relief Fund / COVID-19 has made it possible to distribute emergency food packs to more than 2,400 adults and more than 5,100 children from disadvantaged backgrounds and who have been severely affected by the COVID-19. Meals and food items have also been provided to more than 300 homeless people and 6 shelters on a recurrent basis.

The fund has also been very active in the education sector. More than 200 differently-abled and vulnerable students benefited from a free Internet connection for a home education service through the "Home-Schooling" project set up during the confinement period. Sanitizers and face masks have been provided to more than 7,000 students from 27 ZEP schools across the island. School materials were also provided to over 640 vulnerable students in various parts of the island.

To promote food self-sufficiency, an agreement was also signed with Inclusion Mauritius to launch a back gardening project in each of the 13 NGOs affiliated with it.

In total, from May to December 2020, around MUR 7.6M were collected, half of which represents the contribution of employees and the rest being the amount matched and added by the Company.

As at December 2020, a total of MUR 4M has been disbursed and invested in the various actions, as shown below.



The Company also contributed to the national COVID-19 Solidarity Fund set up by the Government.

CORPORATE GOVERNANCE REPORT

PRINCIPLE 7 – AUDIT

Internal Audit

During the year 2020, the internal audit function, headed by the Chief Internal Auditor and comprising of certified internal auditors, provided internal audit services to the Company and its subsidiaries. The department operates in accordance with an Internal Audit Charter and adopts a risk-based methodology enabling it to provide assurance on controls that address high-risk areas.

The Chief Internal Auditor reports independently to the Chairman of the Audit & Risk Committee and the Chairman of the Board on all internal audit matters. He is responsible for providing assurance to the Audit & Risk Committee regarding the implementation, operation and effectiveness of the Company's internal control systems. In this respect, reliance is placed on the work undertaken by internal audit in line with an internal audit plan, as approved by the Audit & Risk Committee. The plan ensures that all significant areas of the Company's activities are duly covered in turn over a predetermined timeframe.

The Internal Auditor has unrestricted access to the Company's records, the Chairman of the Company, the Chairman of the Audit & Risk Committee, Management and employees, for the effective performance of his duties.

Following completion of internal audit engagements, salient internal audit observations are reported to Management in a closing meeting, followed by the issue of the internal audit reports. These reports are then presented at Audit & Risk Committee meetings, to communicate significant audit findings as well as Management's proposed action plans. Regular follow-up audits are also undertaken to monitor progress on the implementation of internal audit recommendations by Management, which are then reported back to the Audit & Risk Committee. The Chief Internal Auditor works closely with and shares his internal audit findings with the external auditors.

The services of the internal audit team were also solicited to carry out special reviews or investigations at the request of the Chairman, Audit & Risk Committee or Board of Directors.

The Board has decided to outsource the provision of internal audit services as from year 2021. A tender exercise was carried out and upon the recommendation of the Audit & Risk Committee, the Board has appointed Ernst & Young for the provision of internal audit services to the Company and its subsidiaries, as from year 2021.

External Audit

PricewaterhouseCoopers has been providing external audit services to the Company for more than 9 years.

In line with the Code's recommendations, under the guidance of the Audit & Risk Committee, the provisioning of the services on an External Auditor for the statutory audit of the Company's Financial Statements for the year ended 31 December 2020 has been tendered-out for a best offer from selected top 4 External Audit firms.

Following recommendation from the Audit & Risk Committee, the Board has recommended the re-appointment of PricewaterhouseCoopers as External Auditors for the Company for the Financial Year ended 31 December 2020, and the motion has been duly adopted by the Shareholders through a resolution in writing.

The Audit & Risk Committee has reviewed and reported to the Board on the clarity and accuracy of the Group's financial statements. While conducting their reviews, the Committee considered the following:

- the accounting policies and practices applied
- material accounting judgements and assumptions made by management or significant issues or audit risks identified by the external Auditor; and
- compliance with relevant accounting standards and other regulatory financial reporting requirements, including the Code of Corporate Governance.

All significant issues raised by the external auditors during the audit are discussed at the level of the Audit & Risk Committee and the response from Management are followed up regularly at Audit & Risk Committee Meetings, until they are fully addressed.

The external auditors are free to meet the Audit & Risk Committee without the presence of management should they wish to do so. No such meeting was required during the year under review. Nonetheless, the Chairman of the Audit & Risk Committee regularly consults the External Audit Partner.

The Board is regularly informed of all material matters being discussed at the Audit & Risk Committee followed by further discussion as may be required at that level.

The fees paid to the External Auditors for audit and other services were as follows:

	The Group		The Company	
	Year 2020	Year 2019	Year 2020	Year 2019
	MUR 000	MUR 000	MUR 000	MUR 000
Audit	8,484	8,348	1,399	1,352
Non-Audit	5,069	3,477	2,800	81
Total	13,553	11,825	4,199	1,433

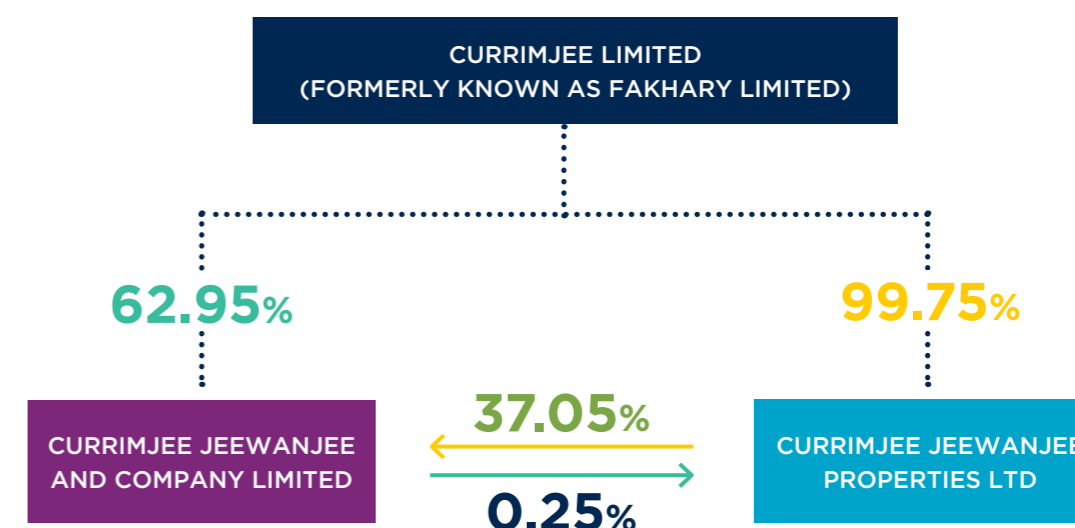
The non-audit fees relate to tax fees, advisory fees and consultancy fees. The fees paid by the Company for non-audit services include fees paid to the external auditors in their capacity as transaction advisor for a special transaction.

When the services of the External Audit Firm are solicited for providing non-auditing services, the Board ensures that such non-audit services are provided by a team of officers that is completely independent from the external audit team, to ensure that the Auditor's objectivity and independence are safeguarded.

PRINCIPLE 8 - RELATIONS WITH SHAREHOLDERS AND OTHER KEY STAKEHOLDERS

Ownership Structure

As at 31 December 2020, the Company has issued 297,000 Ordinary Shares of MUR 100 each and the shareholding structure of the Company is set out below:



CORPORATE GOVERNANCE REPORT

Shareholders Communication and Key Events and Publications

The Company's Key Stakeholders are its Employees, Customers, Partners, Bankers, Regulators / Government, Suppliers, Local Community and Shareholders.

The Board understands that communication to Stakeholders about matters pertaining to the Company is of great importance and ensures that information is delivered in an open, transparent, meaningful and regular manner. The Company is committed to respond to the needs and expectations of its key stakeholders and takes into account their interests in its dealings with them. It engages with its key Stakeholders through existing communications platforms (Annual Report, Shareholders meetings, Website, Social Media, CJ News & Intranet, Communiqués). Regular presentations are also made to the Company's bankers.

As a Group, the focus of our actions during the COVID-19 lockdown has been to ensure the wellbeing of our employees and ensuring that our customers are serviced in the most optimum manner. During that period, many of our companies provided "essential services" and a great majority of our team members worked from home. The Company put in place a protocol to ensure that employees work in the safest and most optimum manner including the continuation of work from home through the "Work from Home" policy."

Calendar of key events

The calendar of key events is as follows:



Shareholders' Agreement

The Company is party to a Shareholders' Agreement amongst the Shareholders of the ultimate holding company, Currimjee Limited and its direct subsidiaries. The contents of the Agreement have not been disclosed due to their confidential nature.

Dividend Policy

Payment of dividends is subject to the profitability of the Company, its cash flow, reserves and its capital expenditure requirements. The Board of Directors ensures that dividends are authorised and paid out only if the Company shall, upon the distribution being made, satisfy the solvency test.

In view of the prevailing uncertainties and difficulties due to COVID-19, the Board has adopted a prudent and conservative approach to cash flow management. In order to further build and preserve the Company's cash reserves and waiting for more visibility on the pandemic and its effects, the Board has declared a lower dividend of MUR 43M (2019 - MUR 135.6M) for the year under review.

Approved by the Board of Directors and signed on its behalf on 28 April 2021.

Mr Bashirali A Currimjee, G.O.S.K
Chairman

Mr Anil C Currimjee
Managing Director