

## Position Statement of the Company Secretary of Innodis Ltd

The Company Secretary is responsible for:

- I. Providing the Board as a whole and directors individually with guidance as to how their duties and responsibilities should be properly discharged in the best interests of the Company and in accordance with the Companies Act 2001, the Constitution of the Company and the Code of Corporate Governance;
- II. informing the Board of all legislation relevant to or affecting meetings of shareholders and directors, filing any documents required and reporting any failure to comply with such legislation;
- III. Drafting the agenda of Board and Board committee meetings in consultation with the Chairperson and the CEO;
- IV. Ensuring that the Board meeting calendar is set in advance and circulated to all Directors;
- V. Circulating agendas and any supporting papers to Directors in good time;
- VI. Convening, attending and drafting of minutes of Board and Committee Meetings and Shareholders' meetings;
- VII. Taking reasonable steps to ensure that minutes of all meetings of shareholders or directors are properly held and recorded in accordance the Company's constitution and the Companies Act;
- VIII. Checking the required quorums of meetings are present;
- IX. Circulating the draft minutes of Board meetings to all members;
- X. Ensuring that meetings and resolutions of the Board are properly held and passed in accordance with the Company's Constitution;
- XI. Ensuring that all statutory registers are properly maintained – excluding the share register if not outsourced to the Company Secretary.
- XII. Assisting in the gathering of information to be inserted in the Annual Report, drafting being done in-house at level of the Company;
- XIII. Assisting the Chairperson in organizing Board evaluations and training programs;
- XIV. Certifying in the Annual Report that the Company has filed with the Registrar all such returns as are required of the company under the Companies Act;
- XV. Ensuring that a copy of annual report is sent in accordance with sections 219 and 220 of the Companies Act and the relevant sections of the Listing Rules to every person entitled to same;
- XVI. Ensuring liaison with the Stock Exchange of Mauritius and the Financial Services Commission as regards the abridged financial results;
- XVII. Liaising with the Stock Exchange of Mauritius and the Financial Services Commission for quarterly financial reports and directors interests;

- XVIII. Assisting the Company regarding requests for share transfers and amendment of the share register;
- XIX. Assisting Management with the release of press communiqués (abridged results, dividend declarations, notices of annual meetings)
- XX. Filings with the Financial Reporting Council and Registrar of Companies as well as following up on payment of annual licence;
- XXI. Ensuring that the procedure for the appointment of directors is properly carried out;
- XXII. Assisting in the proper induction of Directors.

The Company Secretary needs to:

- i. communicate with shareholders, as appropriate, and ensure that due regard is paid to their interests;
- ii. act as a primary point of contact (often via the share register) for all shareholders and proxy voting / corporate governance advisers; and

The Company Secretary should report to the Chairperson or the Corporate Governance Committee Chairperson on all Board governance matters. This does not preclude the Company Secretary also reporting to the CEO where appropriate.

The appointment and removal of the Company Secretary should be a matter for the Board as a whole, and the remuneration of the Company Secretary is determined by the Corporate Governance Committee, which includes the Nomination and Remuneration Committee or by the Board. The Board must satisfy itself that the appointee is fit and proper and has the requisite attributes, experience and qualification to properly discharge his/her duties.

The Chairperson and the Company Secretary should periodically review the Board and the Company's other governance processes.