

Corporate Governance & Sustainability

In *A Board Culture of Corporate Governance*, business author Gabrielle O'Donovan defines corporate governance as "an internal system encompassing policies, processes and people, which serves the needs of shareholders and other stakeholders, by directing and controlling management activities with good business savvy, objectivity, accountability and integrity."

In Mauritius, corporate governance principles are embodied in the National Code of Corporate Governance for Mauritius 2016.

As far as Innodis is concerned, principles of good corporate governance form an integral part in the way in which the Group's business is conducted. Innodis is committed to fair financial disclosure for its shareholders and all its stakeholders at large. In particular, the Board has set up a Corporate Governance Committee, which comprises of two independent directors, including its Chairperson and one non-executive director.

The committee members are entrusted with the task of (a) determining and developing the general policy on corporate governance in accordance with the Code of Corporate Governance, legal compliance and ethical policies, and (b) assisting the Board on establishing a formal and transparent procedure for developing a remuneration policy for senior management and making recommendations to the Board on all new Board appointments.

List of key documents:

Audit policy

Audit and Risk Committee charter

Board Charter

Code of Ethics

Corporate Governance Committee charter

Constitution of Innodis Ltd

IT Policy

Letter of appointment as Non-Executive Director

Management organisational structure

Position Statement of the Chairperson of Innodis Ltd

Position Statement of the Company Secretary of Innodis Ltd

These documents have been approved by the Board, and will be periodically reviewed.

Dividends

The company does not have a formal dividend policy, but in recent years, has endeavoured to maintain a regular dividend payment, taking into account its financial position and future development plans.

Total dividends declared by the Group and the Company for the year ended 30 June 2017 were Rs 147 million.

Sustainability Index

Since September 2015, Innodis has been chosen as one of the 13 public listed companies to be included in the Stock Exchange of Mauritius Sustainability Index (SEMSI) - an official recognition of its ongoing efforts towards sustainable development. More information on the SEMSI can be found on the SEM website.