

# Corporate Governance and Compliance Committee Charter

This charter is approved the Board on 26<sup>th</sup> November 2015.

## **1. Membership**

The committee shall comprise of at least three members, all of whom shall be independent non-executive directors. The chairman of the board may also serve on the committee as an additional member if he or she is considered independent.

Only members of the committee have the right to attend committee meetings. However, other individuals such as the Managing Director, the head of human resources and external advisers may be invited to attend for all or part of any meeting, as and when appropriate and necessary.

Appointments to the committee are made by the board and shall be appointed from one Annual General Meeting to the next.

The board shall appoint the committee chairman who shall be an independent non-executive director. The chairman of the board shall not be the chairman of the committee.

## **2. Secretary**

The company secretary or his or her nominee shall act as the secretary of the committee.

## **3. Quorum**

The quorum necessary for the transaction of business shall be two third of the members of the committee.

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.

## **4. Meetings**

The committee shall meet at least four times a year and otherwise as required.

## **5. Notice of Meetings**

Meetings of the committee shall be called by the secretary of the committee at the request of the committee chairman.

Unless otherwise agreed, notice of each meeting confirming the venue, time and date together with an agenda of items to be discussed, shall be forwarded to each member of the committee, no later than two working days before the date of the meeting. However, the committee may hold special meetings without a notice, to discuss on urgent issues.

Supporting papers shall be sent to committee members and to other attendees, as appropriate, at the same time.

## **6. Minutes of Meeting**

The secretary shall minute the proceedings and resolutions of all committee meetings, including the names of those present and in attendance.

Draft minutes of committee meetings shall be circulated within 48 hours of the meeting, to all members of the committee.

## **7. Annual General Meeting**

The committee chairman should attend the annual general meeting to answer any shareholder questions on the committee's activities.

## **8. Duties**

The committee shall;

1. Develop and monitor the Company's overall approach to corporate governance issues and, implement, administer, and continue to develop a system of corporate governance within the company.
2. Undertake an annual review of corporate governance issues and practices for the company and make recommendations for improvements where necessary.
3. Advise the Board or any of its committees on corporate governance issues.
4. Ensure that the new recruits to the board follow an orientation and training as recommended by NR committee.
5. Ensure that assessment and evaluation are conducted.
6. Ensure that board and its committees review its charters, annually.
7. Develop and constantly monitor a policy for issuing dividend to shareholders of the company.
8. Ensure that an appropriate business code of ethics is established and reviewed necessarily for the company.
9. Ensure that appropriate methods are being established for the stakeholders to submit their recommendations and inquiries to the necessary established regulatory bodies in the company.

## **9. Reporting Responsibilities**

The committee chairman shall report to the Board on its proceedings after each meeting on all matters within its duties and responsibilities.

The committee shall make whatever recommendations to the board it deems appropriate on any area within its remit where action or improvement is needed. The committee shall

produce a report to be included in the company's annual report about its activities, the process used to make appointments of directors and other such relevant information.

## **10. Other Matters**

The committee shall;

- 10.1. Have access to sufficient resources in order to carry out its duties.
- 10.2. 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.
- 10.3. Give due consideration to laws and regulations, the provisions of the Code and the requirements of the Listing Authority Rules, Transparency Rules and any other applicable Rules, as appropriate.

## **11. Authority**

The committee is authorized by the board to obtain, at the company's expense, outside legal or other professional advice on any matters within its terms of reference.

## **12. Deviations from this Charter**

The Board of Directors may deviate from this charter if there are specific reasons to do so in an individual case. It is the duty of the Directors to disclose of such deviations to the shareholders.

## **13. Changes to this Charter**

Any changes to this charter shall be made and approved by the Board of Directors of the Company.

The CG&C committee shall 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.