

**STATEMENT OF COMPLIANCE WITH THE LISTED COMPANIES
(CODE OF CORPORATE GOVERNANCE) REGULATIONS, 2017
FOR THE YEAR ENDED 30 June 2018**

The Company has complied with the requirements of the Regulations in the following manner:

1. The total number of directors are 8 as per the following:
 - a. Male: 7
 - b. Female: 1
2. The composition of the Board is as follows:

Category	Names
Independent Director*	Mr. Omer Mohyudin Malik
Executive Directors	Mr. Muhammad Hameed Mr. Aamer Hameed
Non-Executive	Mr. Ijaz Hameed Ms. Uzma Hameed Mr. Tariq Hameed Mr. Murtaza Hameed Mr. Sajid Salim Minhas

*The Company intends to complete the requirements of having at least 2 independent directors on its Board upon the next reconstitution of its new Board as permitted by Listed Companies (Code of Corporate Governance) Regulations, 2017.

3. The directors have confirmed that none of them is serving as a director in more than five listed companies, including this Company.
4. The Company has prepared a "Code of Conduct" and has ensured that appropriate steps have been taken to disseminate it throughout the Company along with its supporting policies and procedures.
5. The Board has developed a vision/mission statement, overall corporate strategy and significant policies of the Company. A Complete record of particulars of significant policies along with the dates on which they were approved or amended has been maintained.
6. All the powers of the Board have been duly exercised and decisions on relevant matters have been taken by the Board / shareholders as empowered by the relevant provisions of the Companies Act , 2017(the Act) and these regulations.
7. The meeting of the Board was presided over by the Chairman and, in his absence, by a director elected by the Board for this purpose .The Board has complied with the requirements of this Act and regulations with respect to frequency, recording and circulating minutes of the meetings of the Board.
8. The Board of Directors has a formal policy and transparent procedures for remuneration of directors in accordance with the Act and these Regulations.
9. Five members of the Board are either entitled for exemption from Directors' Training Program by virtue of their requisite qualification and required experience of serving on the Board of a listed company, or they have attended the Directors' Training Program as prescribed. The Company encourages the

remaining directors to attend the Director's training program so that at least 75% of the Board members would either be exempt or have received Director's Training on or before June 30, 2020.

10. The Board has approved appointment of CFO, Company Secretary, and Internal Auditor including their remuneration and terms and conditions of employment and complied with relevant requirements of Regulations.
11. CFO and CEO duly endorsed the financial statements before the approval of the Board.
12. The Board has formed committees comprising of the members given below:
 - a) Audit Committee
 - i) Omer Mohyudin Malik
 - ii) Sajid Saleem Minhas
 - iii) Murtaza Hameed
 - b) HR & Remuneration Committee
 - i) Omer Mohyudin Malik
 - ii) Ijaz Hameed
 - iii) Tariq Hameed
13. The terms of reference of the aforesaid committees have been formed, documented and advised to the committee for compliance.
14. The frequency of meetings (quarterly/half yearly/ yearly) of the committees was as per following:
 - a) Audit Committee: 4
 - b) HR and Remuneration Committee: 2
15. The Board has outsourced the internal audit function to Awan & Co Chartered Accountants who are considered suitably qualified and experienced for the purpose and is conversant with the policies and procedures of the Company. They are involved in the internal audit functions on full time basis.
16. The statutory auditors of the company have confirmed that they have been given a satisfactory rating under the quality control review program of the Institute of Chartered Accountants of Pakistan (ICAP) and registered with Audit Oversight Board of Pakistan, that they or any of the partners of the firm, their spouses and minor children do not hold shares of the company and that the firm and all its partners are in compliance with International Federation of Accountants (IFAC) guidelines on code of ethics as adopted by the ICAP.
17. The statutory auditors or persons associated with them have not been appointed to provide other services except in accordance with the Companies Act, 2017, these Regulations or any other regulatory requirement and the auditors have confirmed that they have observed IFAC guidelines in this regard.
18. We confirm that all material principles of Regulations have been complied with.

(MOHAMMAD HAMEED)
Chief Executive