

INDEPENDENT AUDITOR'S REVIEW REPORT TO THE MEMBERS OF AMRELI STEELS LIMITED ON THE STATEMENT OF COMPLIANCE CONTAINED IN LISTED COMPANIES (CODE OF CORPORATE GOVERNANCE) REGULATIONS, 2019

We have reviewed the enclosed Statement of Compliance with the Listed Companies (Code of Corporate Governance) Regulations, 2019 (the Regulations) prepared by the Board of Directors of Amreli Steel Limited for the year ended June 30, 2025 in accordance with the requirements of regulation 36 of the Regulations.

The responsibility for compliance with the Regulations is that of the Board of Directors of the Company. Our responsibility is to review whether the Statement of Compliance reflects the status of the Company's compliance with the provisions of the Regulations and report if it does not and to highlight any non-compliance with the requirements of the Regulations. A review is limited primarily to inquiries of the Company's personnel and review of various documents prepared by the Company to comply with the Regulations.

As a part of our audit of the financial statements we are required to obtain an understanding of the accounting and internal control systems sufficient to plan the audit and develop an effective audit approach. We are not required to consider whether the Board of Directors' statement on internal control covers all risks and controls or to form an opinion on the effectiveness of such internal controls, the Company's corporate governance procedures and risks.

The Regulations require the Company to place before the Audit Committee, and upon recommendation of the Audit Committee, place before the Board of Directors for their review and approval, its related party transactions. We are only required and have ensured compliance of this requirement to the extent of the approval of the related party transactions by the Board of Directors upon recommendation of the Audit Committee.

Based on our review, nothing has come to our attention that causes us to believe that the Statement of Compliance does not appropriately reflect the Company's compliance, in all material respects, with the requirements contained in the Regulations as applicable to the Company for the year ended June 30, 2025.

KARACHI

DATED: October 03, 2025

UDIN: CR202510067Dr5BpTYVH



BDO EBRAHIM & CO.

CHARTERED ACCOUNTANTS

Engagement Partner: Zulfikar Ali Causer

STATEMENT OF COMPLIANCE WITH THE LISTED COMPANIES (CODE OF CORPORATE GOVERNANCE) REGULATIONS, 2019 FOR THE YEAR ENDED 30 JUNE 2025

Amreli Steels Limited ("the Company") has complied with the requirements of Listed Companies (Code of Corporate Governance) Regulations, 2019 ("the Regulations") in the following manner.

- The total number of Directors of the Company are seven (07) as per the following:

Male	6
Female	1

- The composition of Board is as follows:

Independent Directors	Mr. Sohail Feroz Shamsi
	Syed Asghar Jamil Rizvi
Non-Executive Director/ Chairman	Mr. Abbas Akberali
Non-Executive Directors	Mr. Zoeb Salemiwala
	Ms. Mariam Akberali
Executive Directors	Mr. Shayan Akberali
	Mr. Hadi Abbas Akberali

Note: In accordance with Regulation 6(1) of the Listed Companies (Code of Corporate Governance) Regulations, 2019, the requirement is to have at least two or one-third of the members of the Board, whichever is higher, as independent directors. The current Board of Directors of the Company comprises seven members, one-third of which equates to 2.33. As the fractional value falls below 0.5, rounding up to one is not warranted, as two independent directors elected by the shareholders in terms of Section 166 of the Companies Act, 2017 possess the requisite competencies, knowledge, skills, and diversified experience essential for rendering independent decisions in the best interest of the Company.

- The Directors have confirmed that none of them is serving as a Director on more than seven listed companies, including this Company.
- 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.
- The Board has developed Vision and Mission statements, overall corporate strategy and significant policies of the Company. The Board has ensured that complete record of particulars of the significant policies along with their date of approval and subsequent update is maintained by the Company.
- 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 provision of the Companies Act, 2017 ("the Act") and the Regulations.
- The meetings of the Board were 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 the Act and the Regulations with respect to frequency, recording and circulating minutes of meetings of the Board.
- The Board has a formal policy and transparent procedures for the remuneration of Directors in accordance with the Act and the Regulations.
- All the Directors of the Company have either obtained certificate of Directors' Training Program as required under clause 19 of listed companies (Code of corporate governance) Regulation 2019 or are exempted from the requirement as per the Regulations.
- The Board has approved the appointment of Chief Financial Officer, Company Secretary and Head of Internal Audit, including their remuneration and terms and conditions of employment and complied with relevant requirements of the Regulations.
- Chief Executive Officer and Chief Financial Officer duly endorsed the financial statements before approval of the Board.
- The Board has formed the following committees comprising of members given below:

a. Audit Committee	Name of Committee Members	Category
	Syed Asghar Jamil Rizvi – Chairman	Independent Director
	Mr. Sohail Feroz Shamsi	Independent Director
	Mr. Zoeb Salemiwala	Non-Executive Director
b. Human Resource and Remuneration Committee	Name of Committee Members	Category
	Mr. Sohail Feroz Shamsi – Chairman	Independent Director
	Syed Asghar Jamil Rizvi	Independent Director
	Mr. Shayan Akberali	Executive Director

13. The terms of reference of the aforesaid committees have been formed, documented and advised to the committees for compliance.
14. The frequency of meetings of the committees held during the year are as under:
- Audit Committee – Five (05) meetings
 - Human Resource and Remuneration Committee – One (01) meeting
15. The Board has outsourced the internal audit function to M/s. Moore Shekha Mufti & Co. Chartered Accountants who are considered suitably qualified and experienced for the purpose and are conversant with the policies and procedures of the Company.
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 and registered with Audit Oversight Board of Pakistan, that they and all their partners are in compliance with International Federation of Accountants (IFAC) guidelines on code of ethics as adopted by the Institute of Chartered Accountants of Pakistan and that they and the partners of the firm involved in the audit are not a close relative (spouse, parent, dependent and non-dependent children) of the Chief Executive Officer, Chief Financial Officer, Head of Internal Audit, Company Secretary or Director of the Company.
17. The statutory auditors or the persons associated with them have not been appointed to provide other services except in accordance with the Act, the 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 other requirements of the regulations 3,6,7,8,27,32,33 and 36 of the Regulations have been complied with.
19. Explanation for non-compliance with requirements, other than regulations 3,6,7,8,27,32,33 and 36 is as follows:

Non - Mandatory Requirement	Regulation No.	Explanation
Nomination Committee The Board may constitute a separate committee, designated as the nomination committee, of such number and class of directors, as it may deem appropriate in its circumstances.	29(1)	The Board and its HR&R Committee are effectively discharging the responsibilities prescribed for the Nomination Committee, as its constitution is non-mandatory.
Risk Management Committee The Board may constitute the risk management committee, of such number and class of directors, as it may deem appropriate in its circumstances, to carry out a review of effectiveness of risk management procedures and present a report to the Board.	30(1)	The Board and its Audit Committee are effectively discharging the responsibilities prescribed for the Risk Management Committee, as its constitution is non-mandatory.
Disclosure of significant policies on website The company may post on its website key elements of its significant policies including but not limited to the following: (1) Communication and disclosure policy (2) Risk management policy (3) Internal control policy (4) Director's remuneration policy	35(1)(4)	As the Regulation does not require mandatory disclosure of key elements of its significant policies on the website, the Company has not made updates to the website.
Environmental , Social and Governance (ESG) matters The Board is responsible for setting the company's sustainability strategies, priorities and targets to create long term corporate value. The Board may establish a dedicated sustainability committee having at least one female director.	10(A)(5)	The Board effectively provides governance and oversight in relation to the Company's initiatives on Environmental, Social and Governance matters.

For & on behalf of Board of Directors



Abbas Akberali
Chairman
24 September 2025
Karachi