

**Statement of Compliance with  
Listed Companies (Code of Corporate Governance) Regulations, 2019**

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

1. The total number of directors are seven (7) as per the following:
  - a. Male: 6
  - b. Female: 1

2. The composition of board of directors is as follows:

<b>Category</b>	<b>Names</b>
Independent Directors	Mr. Muhammad Danish Mr. Mikhail Bawany Mr. Wazir Ahmed Jomezai Mr. Zakaria A. Ghaffar
Executive Directors	M. Hanif Y. Bawany (CEO) Mrs. Momiza Hanif Bawany
Non – Executive Directors	Mr. Vali Mohammad M. Yahya (Chairman) Mr. Mikhail Bawany Mr. Wazir Ahmed Jomezai Mr. Zakaria A. Ghaffar
Female Director	Mrs. Momiza Hanif Bawany

3. The directors have confirmed that none of them is serving as a director on more than seven 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 not been maintained, however, the Board is in the process of developing the said policies.
6. All the powers of the board have been duly exercised and decisions on relevant matters have been taken by board/shareholders as empowered by the relevant provisions of the Act and these Regulations.
7. 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 Act and the Regulations with respect to frequency, recording and circulating minutes of meeting of board.
8. The board of directors have a formal policy and transparent procedures for remuneration of directors in accordance with the Act and these Regulations.
9. In accordance with the criteria specified the Code, all directors of the Company are exempt from the requirement of Director's Training Program.

10. The board has approved appointment of CFO, Company Secretary and Head of Internal Audit, including their remuneration and terms and conditions of employment and complied with relevant requirements of the Regulations.
11. CFO and CEO duly endorsed the financial statements before approval of the board.
12. The board has formed committees comprising of members given below:
  - a) Audit Committee

Mr. Muhammad Danish	Chairman
Mr. Zakaria A. Ghaffar	Member
Mr. Vali Mohammad M. Yahya	Member
  - b) HR and Remuneration Committee

Mr. Muhammad Danish	Chairman
Mr. Zakaria A. Ghaffar	Member
Mr. Vali Mohammad M. Yahya	Member
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 of the committee were as per following:
  - a) Audit committee - Quarterly basis
  - b) HR and Remuneration Committee – Quarterly basis
15. The board has set up an effective internal audit function and its members 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 ICAP and registered with Audit Oversight Board of Pakistan, that they and their partners are in compliance with International Federation of Accountants (IFAC) guidelines on code of ethics as adopted by the ICAP and that they and the partners of the firm involved in the audit are not closely related (spouses, parent dependent and non-dependent children) of the Chief Executive Officer, Head of Internal Audit, Company Secretary, CFO and 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, 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 other requirements of the Regulations 3, 6, 7, 8, 27, 32, 33 & 36 of Regulations have been complied with; and
19. Explanation of non-compliance with requirements are given below:

Management intends and is in process to complete the related record but due to shortage of staff and pandemic situation, it has been unintentionally deferred.



**VALI MOHAMMAD M. YAHYA**  
Chairman  
Dated: October 24, 2022



**M. HANIF Y. BAWANY**  
Chief Executive Officer

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# **INDEPENDENT AUDITOR'S REVIEW REPORT**

## **TO THE MEMBERS OF *BAWANY AIR PRODUCTS LIMITED***

### ***FOR THE YEAR ENDED JUNE 30, 2022***

#### **Review Report on the Statement of Compliance Contained in the 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 **Bawany Air Products Limited** (the Company) for the year ended June 30, 2022, 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 with this requirement to the extent of the approval of the related party transactions by the Board of Directors upon recommendation of the Audit Committee.

Following instances of non-compliance with the requirements of the Regulations were observed which are not stated in the statement of compliance:

- a) Exemption from the Commission, in respect of the directors' training program is not obtained as required under Regulation 18(2) of the Code;
- b) No effective internal control system is established and implemented within the Company;
- c) Offices of the Company Secretary and Chief Financial Officer are being held by the same person;  
and
- d) No formal and effective mechanism has been put in place for an annual evaluation of the Board's performance, members of the Board, and its committees.

Based on our review, except for the above instances, 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, 2022.

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Further, we highlight below instances of non-compliance with the requirement of the Regulations as reflected in the note referenced where it is stated in the Statement of Compliance:

<b>Note Reference</b>	<b>Description</b>
05	Complete records of particulars of significant policies along with the date, on which they were updated and amended, has not been maintained by the Company.

S/d

S.M. Suhail & Co.  
Chartered Accountants  
Karachi.

Engagement Partner: S.M. Suhail, FCA

Our Ref: SMS-A-02662023

Date: October 24, 2022

UDIN: CR202210197yKZ2fmYtJ