

**Statement of Compliance with Listed Companies  
(Code of Corporate Governance) Regulations, 2019  
Dadabho Cement Industries Limited  
For the Year Ended June 30, 2023**

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

- 1) The total number of directors are seven as per the following:
  - a) Male: Seven
  - b) Female: None
- 2) The composition of board is as follows:

<b>Category</b>	<b>Names</b>
<b>a. Independent Directors</b>	Mr. Shahban Ali Mr. Muhammad Zaman Mr. JummaBaig
<b>b. Other Non-Executive Director</b>	Mr. Liaquat Hussain Mr. Munir Hussain
<b>c. Executive Directors</b>	Mr. Fazal Karim Dadabho Mr. Danish Dadabho

- 3) The directors have confirmed that none of them is serving as a director on 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. While significant policies of the company are in the process of formulation as the Company is planning for revival within the next financial year.

- 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. 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) The Board has not arranged any training program during the year but ensures that, other than the exempt Directors, all the Directors acquire the prescribed certification under the training program within the stipulated time.
- 10) There has been no change in the position of the Company Secretary. While no appointment of head of internal audit has been made during the year due to operational inactivity of the Company.
- 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:

<b>Committees</b>	<b>Names and Designation</b>
<b>a. Audit Committee</b>	Mr. Shahban Ali– Chairman Mr. Danish Dadabhoy Mr. Fazal Karim Dadabhoy
<b>b. HR and Remuneration Committee</b>	Mr. Jumma Baig - Chairman Mr. Danish Dadabhoy Mr. Fazal Karim Dadabhoy

- 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 committees were as per following:

<b>Committees</b>	<b>Frequency of Meetings</b>
<b>a. Audit Committee</b>	Four meetings were held in FY 2022-23.
<b>b. HR and Remuneration Committee</b>	One annual meeting held before June 30, 2023

- 15) Due to operational inactivity of the Company, the Board has not formed any internal audit function during the year.

- 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 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 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 have been complied with except the following non-compliances with the Regulations which occurred due to the operational inactivity of the Company, but we assure our members that reasonable progress is being made by the Company's management and its Board to seek compliance by the end of next financial year:
- Executive directors of the Company are more than one-third of the elected directors;
  - Formal and effective mechanism is in place for the annual evaluation of Board members;
  - Related party transactions reviewed by the Audit Committee and approved by the Board;
  - Orientation program arranged for the Directors during the year;
  - Audit Committee and Human Resource and Remuneration Committee include executive members of the Board; and
  - Code of conduct along with supporting policies and procedures are placed on the Company's website.



**Fazal Karim Dadabhoy**  
Chief Executive



**Danish Dadabhoy**  
Director

**Karachi**

**Dated:** October 06, 2023



# A A BAIG & Co.

CHARTERED ACCOUNTANTS  
INDEPENDENT AUDITOR'S REVIEW REPORT

TO THE MEMBERS OF DADABHOY CEMENT INDUSTRIES LIMITED

## Review Report 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 "Dadabhoi Cement Industries Limited" for the year ended June 30, 2023 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 which 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, 2023.

Further, we highlight below instances of non-compliance with the requirements of the Regulations as reflected in the paragraph references, where it is stated in the Statement of Compliance:

	Reference	Description
i.	Para 1 b	No representation of female member on the board of directors
ii.	Para 5	Company does not have significant policies
iii.	Para 10 and 15	There is no internal audit function in the Company
iv.	Para 18 b	There is no formal mechanism for the annual evaluation of Board members
v.	Para 18 e	Audit Committee and Human Resource and Remuneration Committee include executive members of the Board

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Date: **06 OCT 2023**  
Karachi  
UDIN: CR202310220Rfmgaz0MH

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