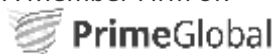


Naveed Zafar Ashfaq Jaffery & Co.

Chartered Accountants

A Member Firm of:



An Association of
Independent Accounting Firms

1st Floor, Modern Motors House,
Beaumont Road, Karachi-Pakistan.
Tel: +92 21-35671909,35673754
Fax: +92-21-35210626
E-mail:khi@nzaj.com.pk
Web:www.nzaj.com.pk

Independent Auditor's Review Report to the members of Din Textile Mills 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 **Din Textile Mills Limited** (the Company) 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. 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.

Karachi

Dated : 30 September 2023

UDIN: CR20231023285M0ceY2i

Chartered Accountants
Engagement Partner: Azeem H. Siddiqui – FCA

Other Offices: 3-B, ATS Centre, 30-West, Fazal-Ul-Haq Road, Blue Area, Islamabad-Pakistan. Ph: +92-51-2878530-32 Fax: +92-51-2206283 E-mail:isl@nzaj.com.pk
201-Regency Plaza, M.M. Alam Road, Gulberg-II, Lahore-Pakistan. Ph: +92-42-37321969,37249053 Fax: +92-42-37324103 E-mail: lhr@nzaj.com.pk
1st Floor Lamsay Arcade, oppt. Green's Banquet Hall, Peshawar. Ph. +92-91-5276102, 5274995 Fax: 091-5274968 Email:pesh@nzaj.com.pk

**STATEMENT OF COMPLIANCE WITH LISTED COMPANIES
(CODE OF CORPORATE GOVERNANCE) REGULATIONS, 2019**

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 nine as per the following:

A. Male	8
B. Female	1

2. The composition of Board is as follows:

CATEGORY	Name
Independent Directors	Mr. Ehtesham Maqbool Elahi Mr. Ali Farooq
Other Non-Executive Directors	Shaikh Muhammad Jawed - Chairman Shaikh Muhammad Pervez Shaikh Muhammad Tanveer Mr. Faisal Jawed
Executive Directors	Shaikh Mohammad Naveed Mr. Farhad Shaikh Mohammad
Female Independent Director	Mrs. Romisa Raffay

- The Directors have confirmed that none of them is serving as a Director on the Board of more than seven listed companies, including Din Textile Mills Limited.
- 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 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.
- 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 and these 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 of Directors has a formal policy and transparent procedures for remuneration of directors in accordance with the Act and these Regulations.
- All nine members of Board of Directors comply with requirements of directors' training as required under clause 19 of the Listed Companies (Code of Corporate Governance) Regulation, 2019.
- The Board has approved appointment of the Chief Financial Officer, the Company Secretary and the Head of Internal Audit, including their remuneration and terms and conditions of employment and complied with relevant requirements of the Regulations.
- The Director/Chairman reconstitute effective from December 16, 2022. Shaikh Muhammad Jawed has been appointed Director/Chairman of the Company replacing Shaikh Muhammad Muneer.

The Chief Executive Officer reconstitute effective from February 06, 2023. Shaikh Mohammad Naveed has been appointed Chief Executive Officer of the Company replacing Shaikh Muhammad Tanveer.

The Independent Director reconstitute effective from February 16, 2023. Mrs. Romisa Raffay has been appointed Independent Director of the Company replacing Ms. Mehvish Waliyany.

11. CEO and CFO duly endorsed the financial statements before approval of the Board
12. The board has formed following committees comprising of members given below:

Audit Committee	
Mr. Ehtesham Maqbool Elahi	Chairperson
Shaikh Muhammad Pervez	Member
Mr. Faisal Jawed	Member
Human Resource and Remuneration Committee	
Mr. Ali Farooq	Chairperson
Mr. Faisal Jawed	Member
Mr. Farhad Shaikh Mohammad	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 =4= Quarterly Meetings
 - b. HR and Remuneration Committee =1= Meeting held on July 01, 2022
15. The Board has set up an effective internal audit function which comprises of professionals, 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 (ICAP) 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, that they and the partners of the firm, involved in the audit, are not a close relative of the Chief Executive Officer, Chief Financial Officer, Head of Internal Audit, Company Secretary or Directors 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 requirements of regulations 3, 6, 7, 8, 27, 32, 33 and 36 of the Regulations have been complied with.

KARACHI
Date: 28 September 2023

Shaikh Mohammad Naveed
CEO / Director

Farhad Shaikh Mohammad
Director