

# INDEPENDENT AUDITOR'S REVIEW REPORT TO THE MEMBERS OF DESCON OXYCHEM LIMITED

## REVIEW REPORT ON THE STATEMENT OF COMPLIANCE CONTAINED IN LISTED COMPANIES (CODE OF CORPORATE GOVERNANCE) REGULATIONS, 2019

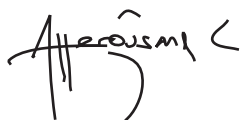
We have reviewed the enclosed Statement of Compliance with the Listed Companies (Code of Corporate Governance) Regulations, 2019 (the Regulations) prepared by the Board of Directors of Descon Oxychem Limited for the year ended June 30, 2022 in accordance with the requirements of regulation 36 of the 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 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, 2022.



**A.F. Ferguson & Co.**  
**Chartered Accountants**  
**Lahore**

**September 22, 2022**

**UDIN:CR202210128oXpLUdQkw**

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*A.F. FERGUSON & CO., Chartered Accountants, a member firm of the PwC network  
23-C, Aziz Avenue, Canal Bank, Gulber-V, P.O.Box 39, Lahore-54660, Pakistan  
Tel: +92 (42) 3571 5868-71 / 35775747-50 Fax: +92 (42) 3577 5754 [www.pwc.com/pk](http://www.pwc.com/pk)*

# Statement of Compliance

## with the Listed Companies (Code of Corporate Governance) Regulations, 2019

Name of company: Descon Oxychem Limited  
Year ending: June 30, 2022

The company has complied with the requirements of the Listed Companies (Code of Corporate Governance) Regulations, 2019 (the "Regulations") in the following manner:

1. The total numbers of directors are 8 (including the Chief Executive Officer) as per the following:

- a) Male: 7
- b) Female: 1

The Composition of the Board is as follows:

Category	Names
Independent Directors	Mr. Ali Asrar Hossain Aga
	Mr. Asif Qadir
	Mr. Haroon Waheed
Other Non-executive Directors	Mr. Taimur Dawood
	Mr. Faisal Dawood
	Mr. Farooq Nazir
	Ms. Mehreen Dawood
Executive Director	Mr. Muhammad Mohsin Zia (CEO)

- 3. The directors have confirmed that none of them is serving as a director on more than seven (7) 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. The Board has ensured that complete record of particulars of the significant policies along with their date of approval or updating is maintained by the company.
- 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 the 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 requirements of Act and the Regulations with respect to frequency, recording and circulating minutes of the Meetings of the Board.
- 8. The Board have a formal policy and transparent procedures for remuneration of directors in accordance with Act and these Regulations.
- 9. Seven directors have either obtained the certificates of Directors' Training Program or are exempted from the requirements of Directors' Training Program as per the Listed Companies (Code of Corporate Governance) Regulations, 2019.
- 10. There was no new appointment of Chief Financial Officer, Company Secretary and Head of Internal Audit during the year.

11. Chief Financial Officer and Chief Executive Officer duly endorsed the financial statements before approval of the Board.
12. The board has formed three committees comprising of the members given below:
  - a) **Audit Committee**
    - i. Mr. Ali Asrar Hossain Aga (Independent Director) - Chairman
    - ii. Mr. Farooq Nazir (Non-executive Director)
    - ii. Mr. Faisal Dawood (Non-executive Director)
  - b) **Human Resource and Remuneration Committee**
    - i. Mr. Haroon Waheed (Independent Director) – Chairman
    - ii. Mr. Ali Asrar Hossain Aga (Independent Director)
    - iii. Mr. Farooq Nazir (Non-executive Director)
    - iv. Mr. Faisal Dawood (Non-executive Director)
  - c) **Risk Management Committee**
    - i. Mr. Muhammad Mohsin Zia (Executive Director) – Chairman
    - ii. Mr. Muhammad Rizwan Qaiser (Chief Financial Officer)
    - iii. Mr. Mushfiq Hussain (Works Manager)
    - iv. Mr. Amir Javed (Manager Shared Services)
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 were as per following:
  - a) Audit Committee:  
Four quarterly meetings were held during the financial year ended June 30, 2022.
  - b) Human Resource and Remuneration Committee:  
Three meetings of Human Resource and Remuneration Committee were held during the financial year ended June 30, 2022.
  - c) Risk Management Committee:  
Two meetings of Risk Management Committee were held during the financial year ended June 30, 2022.
15. The Board has outsourced the internal audit function to M/s. KPMG TaseerHadi and 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 requirements of 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 are below:
  - I. There is no Nomination Committee in place (required under non-mandatory provision of Regulations 29 & 30). The company is considering to form the Nomination Committee.
  - ii. Chief Executive Officer and female executive have not completed training under Directors' Training Program (required under non-mandatory provision of Regulation 19). However, their trainings are planned in the ensuing year.

Lahore  
September 07, 2022



**Taimur Dawood**  
Chairman