

ANNEXURE "B"

TO THE DIRECTORS' REPORT

COMPLIANCE WITH CODE OF CORPORATE GOVERNANCE:

STATEMENT OF DIRECTORS RESPONSIBILITIES

1. The financial statements prepared by the management present fairly its state of affairs, the results of its operations, cash-flows, and changes in equity.
2. Proper books of accounts have been maintained.
3. Appropriate accounting policies have been consistently applied in preparation of the financial statements and accounting estimates are based on reasonable and prudent judgment.
4. International financial reporting standards, as applicable in Pakistan have been followed in preparation of financial statements and any departure there-from has been adequately disclosed and explained.
5. The system of internal control is sound in design and has been effectively implemented and monitored.
6. There are no significant doubts on the Company's ability to continue as a going concern.
7. There has been no departure from the best practice of corporate governance, as detailed in the listing regulations.

OTHER DISCLOSURES

1. Key operating and financial data for the last six years in summarized form is attached with the directors' report as Annexure "A".
2. There are no outstanding statutory payments on account of taxes, levies and charges except of normal and routine nature.
3. The company operates a contributory provident funded scheme for its management employees and defined benefit gratuity funded scheme for its non-management employees. The value of investments as at June 30, 2023 are as follows:

● Provident Fund Rs. 15.76 million	● Gratuity Fund Rs. 0.22 million
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4. The Company's business activities have no apparent negative impacts on the environment.
5. In respect of "Corporate Social Responsibility" (CSR), please refer note No. 32.1 of the financial statements for the year ended June 30, 2023.
6. The Composition of Board is as follows:
 - a. Male : 06
 - b. Female : 01
7. The composition of Board is as follows:
 - a) **Independent Directors**
 - (1) Mr. Ameen Jan
 - (2) Mr. Junaid Hameed Dagia

b) Non-executive Directors

(1) Mr. Muhammad Kamran Nasir (2) Mr. Omer Tariq (3) Mr. Arif Ahmed Siddiqui

(c) Executive Director

Mr. Hussain Jamil (Chief Executive Officer)

(d) Female Director

Ms. Sonya Jamil (Non-Executive Director)

8. Board has approved the Remuneration Policy of Directors; significant features are as follows:

- The Board of Directors (“BOD”) shall, from time to time, determine and approve the remuneration of the members of the BOD for attending Board Meetings. Such level of remuneration shall be appropriate and commensurate with the level of responsibility and expertise offered by the members of the BOD and shall be aimed at attracting and retaining members needed to govern the Company successfully and creating value addition.
- No single member of the BOD shall determine his/her own remuneration
- The fee is paid to Directors (independent and non-executive) for attending the Board and Committee meetings and the same has been approved by the Board. They are also entitled to obtain reimbursement of expenses incurred on account of boarding, lodging, and travelling to attend such meetings. The total amount of money paid to the Directors during the year is indicated in Note 45 of the attached financial statements.

9. The Board has formed committees comprising of members given below:

A.1) Audit Committee (Prevailing)

(1)	Mr. Ameen Jan	-	Chairman
(2)	Mr. Arif Ahmed Siddiqui	-	Member
(3)	Mr. Omer Tariq	-	Member
(4)	Ms. Sonya Jamil	-	Member

A.2) Audit Committee (Former)

(1)	Mr. Asad Ali Sheikh	-	Chairman
(2)	Mr. Amar Zafar Khan	-	Member
(3)	Mr. Ahsan Jamil	-	Member
(4)	Mr. Ali Jamil	-	Member

B.1) Human Resource and Remuneration (HR & R) Committee (Prevailing)

(1)	Mr. Junaid Hameed Dagia	-	Chairman
(2)	Mr. Arif Ahmed Siddiqui	-	Member
(3)	Mr. Omer Tariq	-	Member
(4)	Ms. Sonya Jamil	-	Member

B.2) Human Resource and Remuneration (HR & R) Committee (Former)

(1)	Mr. Amar Zafar Khan	-	Chairman
(2)	Mr. Asad Ali Sheikh	-	Member
(3)	Mr. Hussain Jamil	-	Member
(4)	Mr. Ahsan Jamil	-	Member
(5)	Ms. Sonya Jamil	-	Member

10. During the year, 07 board of Directors, 04 Audit Committee & 03 HR & Remuneration Committee Meetings were held, and the attendance of each director is given below:

A.1) Board of Directors Meetings (Prevailing):-

<u>Name of Directors</u>	<u>No. of Meetings Attended</u>
Mr. Muhammad Kamran Nasir	05
Mr. Hussain Jamil	05
Mr. Ameen Jan	05
Mr. Junaid Hameed Dagia	05
Mr. Omer Tariq	05
Mr. Arif Ahmed Siddiqui	05
Ms. Sonya Jamil	05

A.2) Board of Directors Meetings (Former):-

<u>Name of Directors</u>	<u>No. of Meetings Attended</u>
Mr. Amar Zafar Khan	02
Mr. Hussain Jamil	02
Mr. Ali Jamil	02
Ms. Sonya Jamil	02
Mr. Asad Ali Sheikh	02
Mr. Ahsan Jamil	02
Ms. Laila Jamil	02

B.1) Audit Committee Meetings (Prevailing):-

<u>Name of Members</u>	<u>No. of Meetings Attended</u>
Mr. Ameen Jan	02
Mr. Arif Ahmed Siddiqui	02
Mr. Omer Tariq	02
Ms. Sonya Jamil	02

B.2) Audit Committee Meetings (Former):-

<u>Name of Members</u>	<u>No. of Meetings Attended</u>
Mr. Asad Ali Sheikh	02
Mr. Amar Zafar Khan	02
Mr. Ahsan Jamil	01
Mr. Ali Jamil	02

C.1) Human Resource & Remuneration Committee Meetings (Prevailing):-

<u>Name of Members</u>	<u>No. of Meetings Attended</u>
Mr. Junaid Hameed Dagia	01
Mr. Arif Ahmed Siddiqui	01
Mr. Omer Tariq	01
Ms. Sonya Jamil	01

C.2) Human Resource & Remuneration Committee Meetings (Former):-

<u>Name of Members</u>	<u>No. of Meetings Attended</u>
Mr. Amar Zafar Khan	02
Mr. Hussain Jamil	02
Mr. Asad Ali Sheikh	02
Ms. Sonya Jamil	02
Mr. Ahsan Jamil	01

11. Trading of shares by Directors, Spouse of a Director, Chief Executive Officer, Chief Financial Officer & Secretary of the Company during the year 2022-2023 is as under:

<u>Name</u>	<u>Designation</u>	<u>No. of Shares Acquired / (Sold)</u>
Mr. Muhammad Kamran Nasir	Director	Nil
Mr. Amar Zafar Khan	Director	Nil
Mr. Hussain Jamil	Chief Executive Officer	Nil
Mr. Ahsan Jamil	Director	Nil
Mr. Asad Ali Sheikh	Director	Nil
Ms. Laila Jamil	Director	Nil
Mrs. Deborah Jamil	Spouse (Chief Executive Officer)	Nil
Mr. M. Junaid Hameed Dagia	Director	Nil
Mr. Omer Tariq	Director	Nil
Mr. Arif Ahmed Siddiqui	Director	Nil
Ms. Sonya Jamil	Director	Nil
Mr. Muhammed Ali Adil	Chief Financial Officer	Nil
Mr. Awais Imdad	Company Secretary	Nil

KEY MANAGEMENT PERSONNEL CHANGES:

There were no changes in Key Management during the year 2022-2023.

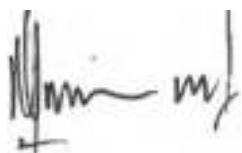
BOARD CHANGES:

In pursuance of Clause 5.6.1 of the PSX rule book, the aforementioned members in paragraph 7 have been elected un-opposed on October 28, 2022, for the period of 3 years as Directors of the Company.

AUDITORS:

Auditors M/s A. F. Ferguson & Co., Chartered Accountants were appointed as auditors for the year ended June 30, 2023. The Board of Directors recommended the suggestion of the Audit Committee, to the 32nd AGM, for the appointment of M/s A. F. Ferguson & Co. Chartered Accountants as Auditors of the Company for the year ending June 30, 2024.

For & on behalf of the Board of Directors



M. KAMRAN NASIR

DIRECTOR

Date: September 27, 2023



HUSSAIN JAMIL

CHIEF EXECUTIVE OFFICER

INDEPENDENT AUDITORS' REVIEW REPORT

TO THE MEMBERS OF ECOPACK LIMITED

REVIEW REPORT ON 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 Ecopack 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 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 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 reference where these are stated in the Statement of Compliance:

S. No.	Paragraph reference	Description
(i)	7	The meeting of the Board of Directors was not held in the third quarter of the financial year.
(ii)	14	The meeting of the audit committee was not held in the third quarter of the financial year.
(iii)	18	The Company has not placed management letter issued by external auditors as a significant issue for the information of the Board or its committee as required by the respective regulation.



A. F. Ferguson & Co.
Chartered Accountants
Islamabad

Date: 3rd October 2023

UDIN: CR202310083iFIRUCKIN