

statement of compliance with listed companies (code of corporate governance) regulations, 2019

for the year ended december 31, 2023

Engro Corporation Limited (hereinafter referred to as the "Company") has complied with the requirements of the Listed Companies (Code of Corporate Governance) Regulations, 2019, ("Regulations") in the following manner:

1. The total number of directors are nine (9) in the following manner:
 - a. Male: 7 (refer note)
 - b. Female: 2

Note:

- a) Including the CEO, who is a Deemed Director.

2. The composition of the Board is as follows:

Category	Name
Independent Directors	Mr. Muhammad Abdul Aleem Mr. Rizwan Diwan Mr. Khawaja Iqbal Hassan Mr. Shabbir Hussain Hashmi*
Independent Director - Woman	Ms. Henna Inam
Non-Executive Directors	Mr. Hussain Dawood Mr. Abdul Samad Dawood
Non-Executive Director - Woman	Ms. Sabrina Dawood
Executive Director	Mr. Ghias Khan

*Mr. Shabbir Hussain Hashmi was appointed on August 21, 2023, in place of Ms. Dominique Russo, who resigned as a Director on August 15, 2023

**There is a casual vacancy on the Board due to the resignation of Mr. Mazhar Abbas Hasnani on December 29, 2023. Mr. Hasnani was co-opted as a Director in place of Mr. Shahzada Dawood on August 18, 2023. Mr. Shahzada Dawood ceased to be a director effective from June 18, 2023, due to his untimely demise.

3. The directors have confirmed that none of them are 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 formulated a vision/mission statement, overall corporate strategy, and significant policies of the Company. Additionally, the Board has ensured that the Company maintains a comprehensive record of significant policies, including the date of their approval or updating.
6. 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 (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 the requirements of the Act and the Regulations with respect to frequency, recording and circulating minutes of the meeting of the Board.
8. The Board has a formal policy and transparent procedures for remuneration of directors in accordance with the Act and the Regulations.
9. All Directors have duly obtained training under the Directors' Training Program or are exempted from the Directors' Training Program.
10. The Board had approved the appointment of the Chief Financial Officer, and Company Secretary including with their remuneration and terms and conditions of employment, and complied with the Regulations. The Board has also reviewed the remuneration of the existing Chief Executive Officer and Chief Internal Auditor and terms and conditions of employment.
11. The Chief Executive Officer and Chief Financial Officer duly endorsed the Company's standalone and consolidated financial statements, which were subsequently presented to the Board Audit & Risk Committee and the Board for approval.

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

Board Audit & Risk Committee	Mr. Shabbir Hussain Hashmi - Chairman Mr. Muhammad Abdul Aleem Mr. Rizwan Diwan Ms. Henna Inam
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*The Committee was reconstituted on August 16, 2023

*The Committee TOR was amended on October 24, 2023, to include the mandate for Risk Governance.

Board People Committee (i.e. HR & Remuneration Committee)	Mr. Khawaja Iqbal Hassan - Chairman Ms. Sabrina Dawood Ms. Henna Inam
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*The Committee was reconstituted on August 16, 2023.

Board Finance & Investment Committee	Mr. Abdul Samad Dawood - Chairman Mr. Muhammad Abdul Aleem Mr. Rizwan Diwan Mr. Khawaja Iqbal Hassan Mr. Shabbir Hussain Hashmi*
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*The Committee was reconstituted on August 16, 2023 and Mr. Shabbir Hussain Hashmi was appointed as BFIC member on September 14, 2023.

*The Committee TOR was amended on October 23, 2023 to extend the scope to include Finance activities.

13. The terms of reference of the aforementioned committees have been formed, documented, and advised to the committees for compliance.
14. The frequency of meetings of the committees were as follows:
 - a) Board Audit & Risk Committee - 5 meetings held during the year;
 - b) Board People Committee - 7 meetings held during the year; and
 - c) Board Finance & Investment Committee - 5 meetings held during the year.
15. The Board has established a system of sound internal audit controls, which is effectively implemented at all levels within the Company comprising individuals who are 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. They are also 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. The auditors have also confirmed that they have observed IFAC guidelines in this regard.
18. We confirm that all requirements of Regulation 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:

a) nomination committee (regulation 29)

The Functions of Nomination Committee are being performed by Board itself. Therefore, a separate committee for Nomination is not required.

b) risk management committee (regulation 30)

The mandate of the Board Audit & Risk Committee has been amended to include the functions of the Risk Management Committee. Therefore, a separate committee for Risk Management is not required.

c) directors training program for female executive & head of department (regulation 19(3))

Out of the 6 heads of department, 2 have already undergone the Directors Training Program in previous years. The Company plans to arrange training for a female executive and the head of the department in the next year, 2024.



Mr. Hussain Dawood
Chairman



Mr. Ghias Khan
President & CEO



A.F. FERGUSON & CO.

INDEPENDENT AUDITOR'S REVIEW REPORT

To the members of Engro Corporation 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 Engro Corporation Limited for the year ended December 31, 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 December 31, 2023.



Chartered Accountants
Karachi

Date: April 2, 2024

UDIN: CR202310113ZOHWARE