

# Independent Auditor's Review Report

To the members of Fauji Cement Company 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 Fauji Cement Company 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 and also ensure compliance with the requirements of section 208 of the Companies Act, 2017. 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.



**Chartered Accountants**

Islamabad

**Date:** September 12, 2023

**UDIN:** CR2023100837DJAVZxNs

# Statement of Compliance

## With Listed Companies (Code Of Corporate Governance) Regulations, 2019

Name of Company: Fauji Cement Company Limited  
Year Ended: 30 June 2023

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

1. The total number of Director is 8 as per following:-

Male: 6  
Female: 2

2. The Composition of the Board is as follow:-

Independent Directors (Male)	Mr. Sami Ul Haq Khilji
Non-Executive Director	Mr. Waqar Ahmed Malik Dr. Nadeem Inayat Maj. Gen Naseer Ali Khan HI(M), (Retd) Syed Bakhtiyar Kazmi
Independent Director (Female)	Ms. Naila Kassim Ms. Maleeha Bangash
Executive Directors (Male)	Mr. Qamar Haris Manzoor

3. The Directors have confirmed that none of them is serving as a Director on more than seven 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 for the Company. The Board has ensured that a complete record of particulars of the significant policies along with their date of approval or the Company maintains updating.
6. All the powers of the Board have been duly exercised and the Board / Shareholders as empowered by the relevant provisions of the Act and these Regulations have taken decisions on relevant matters.
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 meetings of the Board.
8. The Board has a formal policy and transparent procedures for the remuneration of Directors in accordance with the Act and these Regulations.
9. The Board has arranged Directors' Training Program for the following:-
- Mr. Sami ul Haq Khilji  
Independent Director
  - Brig Aziz ul Hassan Usmani, SI(M),(Retd) GM  
Marketing & Sales
  - Brig Abid Hussain Bhatti,SI(M),(Retd)  
Company Secretary
  - Mr. Rehan Nazir  
DGM Internal Audit
- The Directors and Executive Management have already received the necessary certifications under the Directors Training Program from SECP-authorized institutions.
10. The Board has approved the appointment of Chief Financial Officer, Company Secretary and head of Internal Audit, including their remuneration, terms, and conditions of employment and complied with relevant requirements of the Regulations.
11. Chief Financial Officer and Chief Executive Officer duly endorsed the financial statements before approval of the Board.

12. The Board has formed committees comprising of members given below:-
- a. Audit Committee
    - (1) Ms. Maleeha Bangash  
Chairperson
    - (2) Syed Bakhtiyar Kazmi  
Member
    - (3) Maj Gen Naseer Ali Khan,HI(M),(Retd)  
Member
    - (4) Ms. Naila Kassim  
Member
    - (5) Brig Abid Hussain Bhatti,SI(M),(Retd)  
Secretary
  - b. Human Resource & Remuneration Committee
    - (1) Ms. Naila Kassim  
Chairperson
    - (2) Dr. Nadeem Inayat  
Member
    - (3) Mr. Sami ul Haq Khilji  
Member
    - (4) Brig Abid Hussain Bhatti,SI(M),(Retd)  
Secretary
  - c. Investment Committee
    - (1) Dr. Nadeem Inayat  
Chairman
    - (2) Mr. Qamar Haris Manzoor  
Member
    - (3) Mr. Sami ul Haq Khilji  
Member
    - (4) Maj Gen Naseer Ali Khan,HI(M),(Retd)  
Member
    - (5) Brig Abid Hussain Bhatti,SI(M),(Retd)  
Secretary
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 (Quarterly/Half Yearly/Yearly) of the Committees were as per following:-
- a. Audit Committee - Quarterly
  - b. HR and Remuneration Committee - On required basis
  - c. Investment Committee - On required basis
15. The Board has set up an effective internal audit function that is suitably qualified and experienced for the purpose and is 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, 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 the 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 and 36 is below:-

The board functions of Nomination Committee and Risk Management are already being performed by other committees. The Board is therefore of the opinion that separate committees for Nomination and Risk Management are not required.



Waqar Ahmed Malik  
Chairman Board of Directors FCCL  
Rawalpindi  
Dated: 29 August 2023



Qamar Haris Manzoor  
CEO/MD FCCL  
Rawalpindi  
Dated: 29 August 2023