



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

HASEEB WAQAS SUGAR MILLS LIMITED FOR THE YEAR ENDED 30 SEPTEMBER 2022

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

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| 1 | The total number of Directors are eight as per the following: | |
| a. | Male | 03 |
| b. | Female | 05 |
| 2. | The composition of Board is as follows: | |
| a. | Independent Director | Mr. Raza Mustafa Mian Waqas Riaz |
| b. | Executive Director | Mian Haseeb Ilyas |
| c. | Non-Executive Directors | Mrs. Yasmin Riaz Mrs. Shahzadi Ilyas Mrs. Zainab Waqas Mrs. Zakia Ilyas Miss. Aqsa Riaz |
| 3. | The directors have confirmed that none of them is serving as a director on more than seven listed companies, including this company (excluding the listed subsidiaries of listed holding companies where applicable). | |
| 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. A complete record of particulars of significant policies along with the dates on which they were approved or amended has been maintained. | |
| 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 these 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 Act and the Regulations with respect to frequency, recording and circulating minutes of meeting of Board. | |



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| 8. | The Board of Directors has a formal policy and transparent procedures for remuneration of Directors in accordance with the Act and these Regulations. | |
| 9. | The Board did not arrange any Director's program during the year. On overall basis, our directors taken as a whole are compliant as of 30 September 2022 with the requirements of the Director's Training Program contained in the regulations. Due to ongoing COVID pandemic situation of the country, the Board unable arranged Directors Training Program for one of our Director Miss. Aqsa Riaz. | |
| 10. | The Board has approved appointment of Chief Financial Officer, Company Secretary and Head of Internal Audit, including their remuneration and terms and conditions of employment and complied with relevant requirements of the Regulations, except for the minimum experience requirement of the CFO, Regulation 23 (a) requires the CFO to have at least three years of managerial experience in fields of audit or accounting or is managing financial or corporate functions of a company and is a member of Institute of Chartered Accountants of Pakistan or Institute of Cost and Management Accountants of Pakistan. The Board is in process of complying with the requirements of the Regulations. | |
| 11. | CFO and CEO duly endorsed the financial statements before approval of the Board. | |
| 12. | The Board has formed committee comprising of members given below: | |
| a. | Audit Committee | Mian Waqas Riaz (Chairman) Mrs. Zakia Ilyas (Member) Mrs. Yasmin Riaz (Member) |
| b. | HR and Remuneration Committee | Mian Waqas Riaz (Chairman) Mrs. Zainab Waqas (Member) Mrs. Zakia Ilyas (Member) |
| c. | Risk Management Committee | Mr. Raza Mustafa (Chairman) Mrs. Yasmin Riaz (Member) |
| d. | Nomination Committee | Mrs. Yasmin Riaz (Chairperson) Mrs. Zainab Waqas (Member) |
| | Regulation 28 (1){c} requires the Board to satisfy itself such that at least one member of the audit committee qualifies as financially literate. The Board will comply with aforementioned regulation upon-re-constitution of the Board after expiry of the current term. | |
| 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 (quarterly/half yearly/yearly) of the committee were as following: | |
| a. | Audit Committee | 04 |
| b. | HR and Remuneration Committee | 02 |
| c. | Nomination Committee | 01 |
| d. | Risk Management Committee | 01 |



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| 15. | The Board has set up an effective internal audit function that is considered 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 56 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 firms involved in the audit are not a close relatives (spouse, parent, dependent and non-dependent children) of the Chief Executive Officer, Chief Financial Officer, Head of Internal Audit, Company Secretary or any 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 other requirements of the Regulations have been complied with. |

On behalf of the Board

Mian Haseeb Ilyas
Chief Executive

Raza Mustafa
Chairman

Place: Lahore

Dated: 05 January 2023