

STATEMENT OF COMPLIANCE

With Listed Companies (Code of Corporate Governance) Regulations, 2019
IBL HEALTHCARE LIMITED For the year ended June 30, 2025

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

1. The total number of directors are 8 as per the following:

- a) Male: 7 (seven)
- b) Female: 1 (one)

2. The composition of the board is as follows:

Category	Name of Director
Independent Director:	Ms. Ameena Saiyid Mr. Shuja Malik*
Executive Director:	Mr. Sheraz Khan**
Non-Executive Directors:	Mr. Munis Abdullah Dr. Atta Ur Rehman Mr. Mufti Zia Ul Islam Mr. S. Nadeem Ahmed Mr. Zubair Razzak Palwala
Female Director:	Ms. Ameena Saiyid

*Mr. Shuja Malik, Independent Director, resigned from the Board on May 08, 2025. Consequently, the position remained vacant as of June 30, 2025, and was subsequently filled through the appointment of Ms. Fareen Naz Qureshi as Independent Director on August 06, 2025.

**Mr. Sheraz Khan was appointed as the Chief Executive Officer of the Company to fill the casual vacancy created due to resignation of Mr. Muhammad Ghiyasuddin on December 31, 2024.

***Determination of number of independent directors arrives at 2.67 (rounded to 2) which is based on seven elected directors and one deemed director. The fraction is not rounded up since the two (2) elected independent directors have requisite competency, knowledge, and experience to discharge and execute their responsibilities as per applicable law and regulations.

- 3. The Directors have confirmed that none of them is serving as a director on the board of 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 of the Company. A complete record of particulars of significant policies along with the dates on which they were approved or updated has been maintained.
- 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 Act and these Regulations.
- 7. The meetings of the Board were presided over by the Chairman. The Board has complied with the requirements of the Act and the Regulations with respect to frequency*, recording and circulating minutes of meeting of the board.
(*except for quarter 1 for which the meeting took place on October 03, 2024)
- 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. During the year, the Board did not arrange training program for its directors. All the directors have attended the required training in the previous years except Mr. Sheraz Khan (Chief Executive Officer) who has attended the required training subsequent to the year end.
10. The board has approved the appointment of the Company Secretary and Head of Internal Audit, including their remuneration and terms and conditions of employment and complied with relevant requirements of the Regulations.
11. CFO and CEO duly endorsed the financial statements before approval of the board.
12. The board has formed committees comprising of members given below:

Audit Committee

Name	Category
Mr. Shuja Malik*	Chairman
Ms. Aameena Saiyid	Member
Mr. Zubair Palwala	Member

HR and Remuneration Committee

Name	Category
Mr. Shuja Malik*	Chairman
Mr. S. Nadeem Ahmed	Member
Ms. Aameena Saiyid	Member

* Mr. Shuja Malik, Independent Director and Chairperson of sub-committees, resigned from the Board on May 08, 2025. Consequently, the position remained vacant as of June 30, 2025, and was subsequently filled through the appointment of Ms. Fareen Naz Qureshi as Independent Director and Chairperson of Sub-Committees on August 06, 2025.

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 of the committee were as per the following:
 - a) Audit Committee: Four meetings during the financial year ended June 30, 2025. The meetings were conducted in each quarter except for quarter 1 for which the meeting took place on October 03, 2024.
 - b) HR & R Committee: One meeting during the financial year ended June 30, 2025
15. The Board has outsourced the internal audit function to Grant Thornton Anjum Rahman, 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 of 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, 32, 33 and 36 of the regulations have been complied with except for regulation 27(2) as the audit committee meeting was not held in the first quarter of the year (Refer paragraph 14): and
19. Explanation for non-compliance with requirements, other than regulations 3, 6, 7, 8, 27, 32, 33 and 36 (non-mandatory requirements) are below:

S. No	Requirement	Explanation	Reg. No
1	The Board may constitute the risk management committee, of such number and class of directors, as it may deem appropriate in its circumstances, to carry out a review of effectiveness of risk management procedures and present a report to the Board.	The Internal Audit Department of the Company performs the requisite functions and apprises the Board accordingly.	30(1)
2	The Board may constitute a separate committee, designated as the nomination committee, of such number and class of directors, as it may deem appropriate in its circumstances.	The responsibilities prescribed for the Nomination Committee are being taken care of at Board Level.	29 (1)
3	The Company may post on its website key elements of its significant policies including but not limited to the following: (i) communication and disclosure policy. (ii) code of conduct for members of Board of Directors, senior management and other employees. (iii) risk management policy. (iv) internal control policy. (v) whistle blowing policy. (vi) corporate social responsibility/sustainability/ environmental, social and governance related policy; and (vii) policies for promoting DE&I and protection against harassment at the workplace.	As the Regulation provides concession with respect to disclosure of significant policies on the website, and therefore the Company is in the process of updating their website.	35
4	Role of the Board and its member to address sustainability risk and opportunities. The Board is responsible for setting the Company's sustainability strategies, priorities and targets to create long term Corporate value. The Board may establish a dedicated sustainability committee.	At present the Board provides governance and oversight in related to Company's initiatives on Environmental, Social and Governance (ESG) matters.	10(A)



AMEENA SAIYID



ZUBAIR RAZZAK PALWALA



A. F. FERGUSON & CO.

INDEPENDENT AUDITOR'S REVIEW REPORT TO THE MEMBERS OF IBL HEALTHCARE 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 IBL HealthCare Limited (the Company) for the year ended June 30, 2025 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, 2025.

Further, we highlight the below instance of non-compliance with the requirement of the Regulations as reflected in the paragraph reference where it is stated in the Statement of Compliance:

S.No	Paragraph Reference	Description
1	14	The meeting of the Audit Committee was not held in the first quarter of the financial year.

Chartered Accountants
Karachi

Dated: October 03, 2025
UDIN: CR2025100730hO8Ryx3M