

ICC Industries Limited

(Formerly ICC Textiles Limited)

Statement of Compliance with Listed Companies (Code of Corporate Governance) Regulations, 2019

Name of Company: ICC Industries Limited

Year Ending : June 30, 2022

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

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

- a. Male: 6
- b. Female: 1

2. The composition of board is as follows:

| Category | Names |
|-------------------------|---|
| Independent Directors | Mr. Naveed Hashim Rizvi Mr. Arif Mahmud Khan |
| Executive Director | Mr. Javaid S. Siddiqi |
| Non-Executive Directors | Mr. Pervaiz S. Siddiqi Mr. Salman Javaid Siddiqi Mr. Asim Pervaiz Siddiqi |
| Female Director | Mrs. Fauzia Javaid |

3. The Board comprises of minimum number of members which is seven (7). Requirement of independent directors are higher of two (2) or one third of the Board. The fraction of 0.33 for independent directors has not been rounded up as one (1), due to the reason that, considering nature and volume of company's business, the existing independent directors with requisite skills and knowledge are sufficient to take independent decisions for the company.
4. The directors have confirmed that none of them is serving as a director on more than seven listed companies, including this company.
5. 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.
6. The Board has developed a vision/mission statement, overall corporate strategy and significant policies of the company. The Board has ensured that complete

record of particulars of significant policies along with their date of approved or updating is maintained by the Company.

7. 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.
8. 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 the meeting of board.
9. The Board have a formal policy and transparent procedures for remuneration of directors in accordance with the Act and these Regulations.
10. One director, Mr. Salman Javaid Siddiqi has completed his directors training program, whereas two directors i.e Mr. Javaid S. Siddiqi and Mr. Pervaiz S. Siddiqi are exempt from the requirements of the directors training program.. The Board will arrange directors training program for remaining directors in near future..
11. 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.
12. Chief Financial Officer and Chief Executive Officer duly endorsed the financial statements before approval of the board.
13. The board has formed committees comprising of members given below:
 - a) **Audit Committee**
 1. Mr. Arif Mahmud Khan - Chairman/Member
 2. Mr. Pervaiz S. Siddiqi - Member
 3. Mr. Salman S. Siddiqi - Member
 - b) **HR & Remuneration Committee**
 1. Mr. Naveed Hashim Rizvi - Chairman/Member
 2. Mr. Pervaiz S. Siddiqi - Member
 3. Mr. Asim Pervaiz Siddiqi - Member
14. The terms of reference of the aforesaid committees have been formed, documented and advised to the committee for compliance.

15. The frequency of meetings (quarterly/half yearly/yearly) of the committee were as per following :
- a) Audit Committee - 07 meetings
 - b) HR & Remuneration Committee - 01 meeting
16. The Board has set up an effective internal audit function which are considered suitably qualified and experienced for the purpose and are conversant with the policies and procedures of the company.
17. The statutory auditors of the company have confirmed that they have been given a satisfactory rating under the quality control review program of the ICAP 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 ICAP and that they and the partners of the firm involved in the audit are not a close relative (spouse, parents, dependent and non-dependent children) of the chief executive officer, chief financial officer, head of internal audit, company secretary or director of the company.
18. 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.
19. We confirm that all other requirements of the Regulations 3, 6, 7, 8, 27, 32, 33 and 36 of the Regulation have been complied with.
20. The Company could not manage to complete the director training program to fully meet the CCG requirement. The Board will arrange Directors Training Program for remaining directors in near future.



LAHORE:
October 07, 2022

SALMAN JAVAID SIDDIQI
Director



JAVAID S. SIDDIQI
Chief Executive

INDEPENDENT AUDITOR'S REVIEW REPORT

TO THE MEMBERS OF ICC INDUSTRIES 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 ICC Industries Limited (the Company) for the year ended June 30,2022 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 30,2022.


Grant Thornton Anjum Rahman
Chartered Accountants

Lahore

Date: 07-October-2022

UDIN:CR202210212YCViWdl29