

Statement of Compliance with Listed Companies

(Code of Corporate Governance) Regulations, 2019

ICI Pakistan Limited
Year Ended June 30, 2022

This statement is being presented to comply with the Listed Companies (Code of Corporate Governance) Regulations, 2019 (CCG/Regulations) for the purpose of establishing a framework of good governance, whereby a listed company is managed in compliance with the best practices of corporate governance. ICI Pakistan Limited ("the Company") has applied the principles contained in the CCG in the following manner:

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

- a. Male: 07
- b. Female: 01

2. The composition of the Board is as follows:

Category	Names
Independent Directors	Khawaja Iqbal Hassan Syed Muhammad Shabbar Zaidi
Non-Executive Directors	Mr Muhammad Sohail Tabba Mr Muhammad Ali Tabba Mr Jawed Yunus Tabba
Executive Directors	Mr Asif Jooma Mr Muhammad Abid Ganatra
Female Director (Non-Executive Director)	Mrs Amina Abdul Aziz Bawany

3. The Directors have confirmed that none of them is serving as a director on more than seven listed companies, including ICI Pakistan Limited.

4. The Company has prepared a 'Code of Conduct' and ensured that appropriate steps have been taken to disseminate it throughout the Company, along with its supporting policies and procedures, besides being placed on the official website.

5. 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 approval or updating, is maintained by the Company.

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, 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 Companies Act, 2017, and the Regulations with respect to frequency, recording and circulating minutes of meeting of the Board.

8. The Board have a formal policy and transparent procedures for remuneration of Directors in accordance with the Companies Act, 2017, and the Regulations.

9. The majority of Directors, along with the Company Secretary, have either completed the Director's Certification from authorised institutions or have the prescribed qualification and experience pursuant to Regulation 19 of the CCG.

10. The Board has approved the appointment of the Company Secretary, including the remuneration and terms and conditions of employment, and complied with relevant requirements of Regulations.

11. The 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:

Audit Committee

Syed Muhammad Shabbar Zaidi	Chairman
Khawaja Iqbal Hassan	Member
Mr Muhammad Ali Tabba	Member
Mr Jawed Yunus Tabba	Member

HR & Remuneration Committee

Khawaja Iqbal Hassan	Chairman
Mr Muhammad Sohail Tabba	Member
Mr Muhammad Ali Tabba	Member
Mr Jawed Yunus Tabba	Member
Mr Asif Jooma	Member

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	04
b) HR and Remuneration Committee	02

15. The Board has outsourced the internal audit function to M/s KPMG Taseer Hadi & Co. Chartered Accountants, who are considered suitably qualified and experienced for the purpose and are conversant with the policies and procedures of the Company. They are involved in the internal audit function on a full-time basis. The Head of Internal Audit coordinates with the internal auditors and reports directly to the Board Audit Committee.

16. The statutory auditors of ICI Pakistan Limited have confirmed that they have been given a satisfactory rating under the Quality Control Review programme of the Institute of Chartered Accountants of Pakistan (ICAP) and registered with the Audit Oversight Board of Pakistan that they and all their partners are in compliance with International Federation of Accountants (IFAC) guidelines on the 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 relatives (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.



Muhammad Sohail Tabba
Chairman

August 01, 2022
Karachi

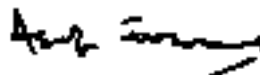
17. The statutory auditors or the persons associated with them have not been appointed to provide other services except in accordance with the Companies Act, 2017. These Regulations or any other regulatory requirement and the auditors have confirmed that they have observed IFAC guidelines in this regard.

18. We confirm that all requirements of Regulations 3, 7, 8, 27, 32, 33 and 36 of the Regulations have been complied with.

19. With regard to compliance with Regulation 6 of the CCG, it may be noted that all the steps for the election of Directors took place during the lockdown phase of Covid-19 and due to the paucity of time and logistic difficulties, the Board of Directors, while fixing the number of Directors in their 362nd Board meeting held on January 28, 2020, discussed that, given the diversified nature of ICI Pakistan Limited's businesses, ranging from Pharmaceuticals to Soda Ash, Polyester and Agri Sciences, and restrictions due to COVID-19, it would be difficult to identify persons with the requisite varied skill set and experience required in a short period of time. Considering the same, the Board decided to take a cautious approach and had agreed to keep the number of Independent Directors at two. The number of Independent Directors could be reviewed in the next election of Directors.

The Shareholders in Extraordinary General Meeting held on May 11, 2020, had elected eight Directors for the current term of three years.

The Board was also guided by the fact that Regulation 6 rounding up was not mandatory and the regulators had placed Regulation 6 rounding up under the 'comply or explain' approach which enabled the Board to explain its reasoning.



Asif Jooma
Chief Executive



Independent Auditors' Review Report

To the members of ICI Pakistan Limited

Review Report on the Statement of Compliance contained in the 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 ICI Pakistan Limited for the year ended 30 June 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 Regulation as applicable to the Company for the year ended 30 June 2022.

Chartered Accountants

Place: Karachi

Date: 02 September, 2022

UDIN Number: CR202210078x9zvcOTIn