

INDEPENDENT AUDITORS' REVIEW REPORT

To the Members of JDW Sugar Mills 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 JDW Sugar Mills Limited for the year ended September 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 September 30, 2022.

Riaz Ahmad, Saqib, Gohar & Co.

Riaz Ahmad, Saqib, Gohar & Company
Chartered Accountants

05 January 2023
Lahore
UDIN: CR202210098gCdI0c1MY

RIAZ AHMAD, SAQIB, GOHAR & CO.
Chartered Accountants

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INTERNATIONAL

STATEMENT OF COMPLIANCE

With Listed Companies (Code of Corporate Governance) Regulations, 2019

Name of Company: **JDW Sugar Mills Limited**

Year Ended: **30 SEPTEMBER 2022**

The Company has complied with the requirements of the Listed Companies (Code of Corporate Governance) Regulations, 2019 (the “**Regulations**”) in the following manner:

1) The total number of Directors are 07 as per the following:

- a) Male: 06
- b) Female: 01

2) The composition of the Board is as follows:

Sr. #	Category	Names
(i)	Independent Directors*	Mr. Asim Nisar Bajwa Mr. Zafar Iqbal
(ii)	Executive Directors	Mr. Jahangir Khan Tareen Mr. Raheal Masud**
(iii)	Non-Executive Directors	Makhdoom Syed Ahmad Mahmud Mr. Ijaz Ahmed
(iv)	Female Director (Non-Executive)	Mrs. Samira Mahmud

*Fraction (0.33) related to the requirement for number of independent directors is less than 0.5 and therefore, has not rounded up as one (01).

** Subsequent to financial year end 30 September 2022, Mr. Raheal Masud resigned as Director of the Company on 8th October, 2022 and same was accepted by the Board on 10 October 2022, however Mr. Raheal Masud will continue to act as Chief Executive of the Company. Syed Mustafa Mehmud was appointed in his place as Director of the Company on 19 October 2022.

- 3) The Directors have confirmed that none of them is serving as a Director in 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. 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 Board / shareholders as empowered by the relevant provisions of the Companies Act, 2017 (the “Act”) 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 Act and the Regulations with respect to frequency, recording and circulating minutes of meeting of the Board.
- 8) The Board of Directors have a formal policy and transparent procedures for remuneration of Directors in accordance with the Act and the Regulations.
- 9) All Directors are either exempted or have attended the training in prior years.
- 10) All appointments (including remuneration, terms and conditions of employment) of Chief Executive Officer (CEO), Chief Financial Officer (CFO), Company Secretary and Head of Internal Audit have been duly approved by the Board as per the requirements of applicable provisions of the Act and 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 following:

Sr. #	Name of Committee	Composition	
		Name	Designation
(i)	Audit Committee	Mr. Zafar Iqbal	Chairman/Member
		Mrs. Samira Mahmud	Member
		Mr. Ijaz Ahmed	Member
(ii)	Human Resource & Remuneration Committee	Mr. Asim Nisar Bajwa	Chairman/Member
		Mrs. Samira Mahmud	Member
		Mr. Ijaz Ahmed	Member
(iii)	Nomination Committee	Mr. Jahangir Khan Tareen	Chairman/Member
		Mr. Asim Nisar Bajwa	Member
(vi)	Risk Management Committee	Mr. Jahangir Khan Tareen	Chairman/Member
		Mr. Asim Nisar Bajwa	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 of the committees' were as per following:

Sr. #	Name of Committee	Frequency of Meeting(s)
(i)	Audit Committee	4
(ii)	Human Resource & Remuneration Committee	8

15) The Board has set up an effective internal audit function controlled by internal audit department, which is comprised of qualified and experienced professionals 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 their partners are in compliance with International Federation of Accountants (the "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 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, the 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 Regulations 3, 6, 7, 8, 27, 32, 33 and 36 of the Regulations have been complied with.

05 January, 2023
Lahore

(Makhdoom Syed Ahmad Mahmud)
Chairman