

Statement of Compliance

WITH THE LISTED COMPANIES (CODE OF CORPORATE GOVERNANCE) REGULATION, 2019

Name of the Company : Khalid Siraj Textile Mills Limited (the “Company”)
For the Year ended : June 30, 2022

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

1. The total number of directors are seven (7) as per the following:
 - a) **Male:** Four (4)
 - b) **Female:** Three (3)
2. The composition of board is as follows:

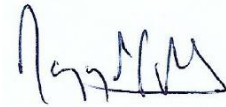
Category	Name
Independent Directors	<ul style="list-style-type: none"> • None
Executive Directors	<ul style="list-style-type: none"> • Mian Tayyab Iqbal
Non-Executive Directors	<ul style="list-style-type: none"> • Mian Iqbal Barkat • Mian Tahir Iqbal • Mian Hassan Barkat • Mrs. Abida Iqbal • Mrs. Rafia Hassan • Mrs. Rukhsana Arif

3. The Directors have confirmed that none of them is serving as a director on 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 the 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 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;
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 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;

10. The financial statements of the company were duly endorsed by the CEO and CFO before approval of the Board;
11. The Board has formed committees comprising of members given below:
 - a. **Audit Committee**
 - i. Mrs. Rukhsana Arif -Chairman
 - ii. Mrs. Rafia Hassan -Member
 - iii. Mr. Tahir Iqbal -Member
 - b. **HR and Remuneration Committee**
 - i. Mr. Tahir Iqbal -Chairman
 - ii. Mrs. Abida Iqbal -Member
 - iii. Mian Hassan Barkat -Member
 - c. **Nomination Committee**
 - i. Mr. Iqbal Barkat -Chairman
 - ii. Mr. Hassan Barkat -Member
 - iii. Mrs. Abida Iqbal -Member
 - d. **Risk Management Committee**
 - i. Mr. Tahir Iqbal -Chairman
 - ii. Mr. Hassan Barkat -Member
12. The terms of reference of the aforesaid committees have been formed, documented and advised to the committee for compliance;
13. The frequency of meetings(quarterly/half yearly/ yearly) of the aforesaid committee were as per following:
 - a. **Audit Committee:** Four quarterly meetings during the financial year ended June 30, 2022
 - b. **HR and Remuneration Committee:** Four quarterly meetings during the financial year ended June 30, 2022
 - c. **Nomination Committee:** Two Half yearly meetings during the financial year ended June 30, 2022
 - d. **Risk Management Committee:** Two Half yearly meetings during the financial year ended June 30, 2022
14. 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 (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;

15. The statutory auditors or the persons associated with them have not been appointed to provide other services except in accordance with the listing regulations and the auditors have confirmed that they have observed IFAC guidelines in this regard;
16. We confirm that all requirements of regulations 3, 7, 8, 32, 33 and 36 of the Regulations have been complied with;

On behalf of the Board of Directors



Mian Tayyab Iqbal

Chief Executive

Lahore: November 24, 2022

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 Khalid Siraj Textile Mills Limited 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, because of non-compliance to Regulation no. 6, 18, 19, 27, 28 and 31, 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.

Reference of Regulation	Description	Explanation
6	There is no Independent Director in the Company.	According to Regulation Every Company Must have at least 2 Independent Directors or 1/3 of the total directors. Whichever is high.
18,19	The required number of Directors have not participated in the Director Training Program.	According to Regulation by June 30, 2022 all directors on the panel of Board of directors must have gone through Director Training Program.
27	The Chairman of the Audit Committee is not an independent director.	According to regulation chairman of the Audit committee shall be an independent director, who shall not be the chairman of the board.
28	The chairman of the HR and Remuneration Committee is not an independent director.	The Chairman of the HR and Remuneration Committee shall be an independent director.
31	There is no internal audit function.	According to Regulation, every Company must have an internal audit function.

We have also expressed an adverse opinion in our audit report to the financial statements for the year ended 30 June 2022.

KAMRAN & CO
CHARTERED ACCOUNTANTS

LAHORE
NOVEMBER 30 2022
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