

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

Name of Company : **MACTER INTERNATIONAL 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 is 09 as per the following:
 - a. Male : 08
 - b. Female : 01
2. The composition of the Board is as follows:

| Category | Names |
|-------------------------------|--|
| Independent Directors | Mr. Amanullah Kassim Mr. Syed Anis Ahmad Shah Mr. Tariq Wajid |
| Non-executive Director | Sheikh Muhammed Waseem Mr. Muhammad Ather Sultan Sheikh Perwez Ahmed |
| Executive Directors | Mr. Asif Misbah Mr. Swaleh Misbah Khan |
| Female Non-Executive Director | Ms. Masarrat Misbah |

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 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 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 the Board.
8. The Board have a formal policy and transparent procedures for remuneration of directors in accordance with the Act and these Regulations.

9. As at June 30, 2022, Four (04) directors on the Board namely Mr. Asif Misbah, Mr. Swaleh Misbah Khan, Mr. Muhammad Ather Sultan and Sheikh Muhammed Waseem are certified under the Directors' Training program, whereas Two (02) directors namely Sheikh Perwez Ahmed and Mr. Tariq Wajid have requisite experience to be exempted from training program as mentioned in regulation No 19, sub-regulation 2 of the Regulations.

The requisite trainings are being planned for remaining directors as encouraged under Regulation 19 of the Regulations.

10. 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. No new appointment was made during the year.
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 members given below:

BOARD AUDIT COMMITTEE

| S. No. | Name | Category | Position |
|--------|------------------------|---------------------------|----------|
| 1 | Syed Anis Ahmad Shah | Independent Non-Executive | Chairman |
| 2 | Sheikh Muhammed Waseem | Non-Executive | Member |
| 3 | Muhammad Ather Sultan | Non-Executive | Member |

BOARD HUMAN RESOURCE AND REMUNERATION COMMITTEE

| S. No. | Name | Category | Position |
|--------|---------------------------|---------------------------|----------|
| 1 | Mr. Tariq Wajid | Independent Non-Executive | Chairman |
| 2 | Mr. Muhammad Ather Sultan | Non-Executive | Member |
| 3 | Mr. Asif Misbah | Executive | Member |

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 (quarterly/half yearly/ yearly) of the committee were as per following:

| | | |
|----|-------------------------------|-----------|
| a. | Audit Committee | Quarterly |
| b. | HR and Remuneration Committee | Yearly |

15. The board has outsourced the internal audit function to 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.

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 (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 regulations 3, 6, 7, 8, 27, 32, 33 and 36 of the Regulations have been complied with.



Amanullah Kassim
Chairman



Asif Misbah
Chief Executive

Karachi
September 17, 2022



Ey Ford Rhodes
Chartered Accountants
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INDEPENDENT AUDITORS' REVIEW REPORT

To the members of Macter International 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 **Macter International Limited** (the Company) 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 Regulation 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 **30 June 2022**.

Chartered Accountants

Place: Karachi

Date: 27 September 2022

UDIN Number: CR2022100760iACRxJ9G