



# Statement of Compliance

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

**Mari Petroleum Company limited**  
For the year ended June 30, 2022

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

1. The total number of Directors is eleven as per the following detail:

- a. Male: 10  
b. Female: 01

2. The composition of the Board is as follows:

As at June 30, 2022:

Category	Names
Independent Directors* (Excluding Female Director)	Mr. Adnan Afridi
	Mr. Abid Hasan
Executive Director	Mr. Faheem Haider
Non-executive Directors	Mr. Waqar Ahmed Malik
	Dr. Nadeem Inayat
	Maj. Gen Ahmad Mahmood Hayat (Retd)
	Mr. Ali Raza Bhutta
	Mr. Abdul Rasheed Jokhio
	Syed Khalid Siraj Subhani
	Mr. Ahmed Hayat Lak
Female Director (Independent Director)	Ms. Seema Adil

*\*The Company has elected 3 independent directors, while the fraction of 0.67 was not rounded up as one. The Participation and Shareholders Agreement (PSA) among the principal shareholders and the Articles of Association (AoA) of the Company require that the representation on the Board shall be proportionate to, as closely as possible, the shareholding of the sponsors. Currently, 4 out of 11 directors are nominees of the Government of Pakistan and OGDCL, while Fauji Foundation has 4 directors.*

3. The directors have confirmed that none of them is serving as a director on more than seven listed companies, including MPCL;
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 the Board! shareholders as empowered by the relevant provisions of 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 meetings of the Board;
8. The Board has a formal policy and transparent procedures for determining the remuneration of directors in accordance with the Act and the Regulations;

9. The following Directors were certified under SECP approved Directors' Training Program as at June 30, 2022:

S#	Directors
1.	Mr. Waqar Ahmed Malik
2.	Dr. Nadeem Inayat
3.	Maj Gen Ahmad Mahmood Hayat (Retd)
4.	Mr. Faheem Haider
5.	Mr. Ali Raza Bhutta
6.	Mr. Abdul Rasheed Jokhio
7.	Syed Khalid Siraj Subhani
8.	Mr. Ahmed Hayat Lak
9.	Mr. Adnan Afridi
10.	Mr. Abid Hasan

The directors training program for one newly elected director will be arranged in due course.

A Directors' Training Program from SECP approved institution was arranged during the year, which was attended by the following:

**Directors:**

- Mr. Haroon-ur- Rafique - Non-Executive Director

**Executives:**

- Mr. Nabeel Rasheed - Chief Financial Officer  
- Ms. Fauzia Ahmad - Chief Human Resource Officer

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;
11. Chief Financial Officer and the Chief Executive Officer duly endorsed the financial statements before approval of the Board;
12. The Board has formed the following committees comprising of the members as given below:

**a) Audit Committee**

Director	Designation
Mr. Abid Hasan	Chairman (independent Director)
Dr. Nadeem Inayat	Member
Mr. Ali Raza Bhutta	Member
Mr. Ahmed Hayat Lak	Member
Mr. Adnan Afridi	Member

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## b) HR and Remuneration Committee

Director	Designation
Mr. Adnan Afridi	Chairman (Independent Director)
Maj Gen Ahmad Mahmood Hayat (Retd)	Member
Mr. Abdul Rasheed Jokhio	Member
Mr. Ahmed Hayat Lak	Member
Mr. Abid Hasan	Member

## c) Investment Committee

Director	Designation
Dr. Nadeem Inayat	Chairman
Maj Gen Ahmad Mahmood Hayat (Retd)	Member
Syed Khalid Siraj Subhani	Member
Mr. Adnan Afridi	Member
Ms. Seema Adil	Member

## d) Technical Committee

Director	Designation
Maj Gen Ahmad Mahmood Hayat (Retd)	Chairman
Mr. Abdul Rasheed Jokhio	Member
Syed Khalid Siraj Subhani	Member
Mr. Adnan Afridi	Member
Ms. Seema Adil	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) of the committees was as given below:

Committee	Frequency of meeting
a) Audit Committee:	At least Quarterly/Required basis
b) HR and Remuneration Committee:	At least once in a year/Required basis
c) Investment Committee:	Required basis
d) Technical Committee:	Required basis

15. The Board has set up an effective internal audit function staffed with personnel 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, 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 requirements of Regulations 3, 6, 7, 8, 27, 32, 33 and 36 of the Regulations have been complied with.
19. Explanations pertaining to the regulations other than 3, 6, 7, 8, 27, 32, 33 and 36 are below:

S.No	Requirement	Explanation	Reg. No.
i.	Constitution of Nomination Committee	The responsibilities as prescribed for the Nomination Committee are being taken care of at the Board level as and when needed. Therefore, a separate committee is not currently considered to be necessary.	29
ii.	Constitution of Risk Management Committee	The functions of the risk management committee are currently performed by the Audit Committee and are included in its ToRs. Hence a separate risk management committee is currently not needed.	30



**Waqar Ahmed Malik (SI)**  
Chairman  
August 04, 2022



**Faheem Haider**  
Chief Executive Officer