

STATEMENT OF COMPLIANCE

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

MITCHELL'S FRUIT FARMS LIMITED FOR THE YEAR ENDED JUNE 30, 2023

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

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

a) Male:	7
b) Female:	1

2. The composition of the Board is as follows:

Category	Names
Independent Directors	Mr.Syed Manzar Hasan
	Mr.Rizwan Bashir
	Mr.Amir Amin
Executive Director	Mr.Najam Aziz Sethi
Non-Executive Directors	Mr.Shazad Ghaffar
	Mr.Syed Mohammad Mehdi Mohsin
	Ms.Umme Kulsoom Imam
	Mr.Abdul Hameed Dagia
Female directors	Ms.Umme kulsoom Imam

- The directors have confirmed that none of them is serving as a director on more than seven listed companies, including this company;
- 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;
- 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;
- 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;
- 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;
- The Board have a formal policy and transparent procedures for remuneration of directors in accordance with the Act and these Regulations;
- Four directors have acquired prescribed certification under Directors' Training Program while the Company shall facilitate further training for the remaining Directors in near future as defined in these regulations.
- 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 they remain unchanged and no new appointments were made in these faculties.
- Chief financial officer and Chief Executive officer duly endorsed the financial statements before approval of the Board;
- The Board has formed committees comprising of members given below; -
 - Audit Committee**
 - Mr. Rizwan Bashir Chairman
 - Mr. Amir Amin Member
 - Mr. Shazad Ghaffar Member

b) HR and Remuneration Committee

- (i) Mr. Manzar Hassan Chairman
- (ii) Ms. Umme Kulsoom Imam Member
- (iii) Mr. Amir Amin 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: 4*
 - b) HR and Remuneration Committee: 0
- * Quarterly meeting required in first quarter was not held due to extension in holding the Annual General Meeting.
15. The Board has set up an effective internal audit function who is 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 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, 32, 33 and 36 of the Regulations have been complied with except 27(2)(i) to hold first quarter meeting of Audit Committee due to extension in Annual General Meeting; and
19. Explanation for non-compliance with requirements, other than regulations 3, 6, 7, 8, 27, 32, 33 and 36 are below (if applicable):

Sr. No.	Regulation No.	Description	Explanation
1	19	By June 30, 2022, all directors shall acquire certification under director training program.	Directors in need of DTP are in line to receive the training in the following year. They are aligned and enrolled for such training and soon would be receiving it.
2	28(3)	HR & R Committee shall meet at least once in a financial year.	We are in the process of recruiting more resources in our HR department. We shall ensure compliance with this requirement in the following year.

Najam Aziz Sethi
Chief Executive Officer
Lahore: October 10, 2023

Shazad Ghaffar
Chairman



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INDEPENDENT AUDITOR'S REVIEW REPORT TO THE MEMBERS OF MITCHELL'S FRUIT FARMS 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 Mitchell's Fruit Farms Limited ("the Company") for the year ended June 30, 2023 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 June 30, 2023.

Further, we highlight below instance of non-compliance with the requirement of the Regulations as reflected in the paragraph reference where it is stated in the Statement of Compliance:

Sr. No	Paragraph Reference	Description
1	18	The Audit Committee of the Company did not hold its meeting during the first quarter of the year ended June 30, 2023, as required under regulation 27(2)(i) of the Regulations.
2	19	Three Directors out of Seven Directors have not acquired the prescribed certification under the Directors' Training Program as required under regulation 19(2) of the Regulations.
3	19	The HR & R Committee of the Company did not hold any meeting during the year ended June 30, 2023, as required under regulation 28(3) of the Regulations.

Lahore
Date: 12th October, 2023
UDIN: CR202310051dYlwyUWnD


CROWE HUSSAIN CHAUDHURY & CO.
Chartered Accountants