

I B R A H I M , S H A I K H & C O
C H A R T E R E D A C C O U N T A N T S

**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 Mandviwalla MAUSER Plastic Industries Limited (the Company) 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, 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, 2022.

Further, we highlight below instances of non-compliance with the requirements of the code as reflected in the notes in the statement of compliance.

| | Note reference | Description | Non-Compliance |
|------|-----------------------|--------------------------|---|
| i) | 2 | Composition of the board | No Independent Director |
| ii) | 4 | Code of Conduct | Company has not prepared Code of Conduct. |
| iii) | 9 | Directors Training | No orientation course for Directors arranged. |



IBRAHIM, SHAIKH & CO.

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|-----|----|--|--|
| iv) | 12 | Audit Committee and HR and Remuneration Committee | No Independent Director in Audit Committee and None of the member is financially literate. The Board has not formed an HR and remuneration Committee |
| v) | 14 | Meeting of Audit Committee and HR Remuneration Committee | No meeting of HR Remuneration was held |

Ibrahim Sheikh & Co.

Faisalabad.

Date:

05 NOV 2022

Ibrahim, Shaikh & Co.

Chartered Accountants

Engagement Partner Ghulam Mudassar.

FCA

UDIN : CR202210203j3kE2RhvL

Statement of Compliance

With the Code of Corporate Governance for the year ended June 30, 2022.

Mandviwalla MAUSER Plastic Industries Limited ("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 seven as per the following:
 - a) Male: Six
 - b) Female: One
2. The composition of the Board of Directors ("the Board") is as follows:

| Category | Names |
|-------------------------------|----------------------------|
| Independent Director | Nil |
| Other Non-Executive Directors | Mst. Farah Qureshi |
| | Mr. Shamim Ahmed Khan |
| | Mr. Tariq Mahmood |
| | Mr. Abdul Qadir Shiwani |
| | Mr. Naseer Ahmed |
| | Mr. Syed Asghar Ali |
| Executive Directors * | Mr. Azeem H. Mandviwalla * |

*The Chief Executive of the Board is an Executive Director.

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 not prepared a Code of Conduct.
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 the dates 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 Companies Act, 2017 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 the Act and the Regulations with respect to frequency, recording and circulating minutes of meeting of the 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 Directors were apprised of their duties and responsibilities from time to time. The directors remained non compliant with the provision with regard to their directors' training program. The company has an arrangement to hold orientation course for their directors in coming year.

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 Chief Executive Officer duly endorsed the financial statements before approval of the Board.

12. The Board has formed committees comprising of members given below:

a. Audit Committee

- i. Mr. Tariq Mehmood -Chairman
- ii. Mr. Abdul Qadir Shiwani
- iii. Mr. Shamim Ahmed Khan

Audit Committee comprises three non- executive directors and no independent director and None of the member is financially literate.

b. The Board has not formed an HR and Remuneration Committee

13. The terms of reference of the Audit Committee have been formed, documented and advised to the committee for compliance.

14. The frequency of meetings of the aforesaid committees were as per following:

- a. Audit Committee: Quarterly
- b. No HR and Remuneration Committee formed

15. The Board has set up effective internal audit functions comprising of personal 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 ("the ICAP") 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 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 the Regulations 3, 7, 8, 32, 33 and 36 of the Regulations have been complied with excluding Regulation No 6 and 27 are explained below.

| S. No. | Requirement | Explanation | Reg. No |
|--------|----------------------|--|---------|
| 1 | Independent Director | No Independent Director | 6 |
| 2 | Audit Committee. | No Independent Director in Audit Committee. and None of the member is financially literate | 27 |

19 We confirm that the Company has complied with respect to all other material requirements of the Regulation.



Azeem H. Mandviwalla
Shiwani
Chief Executive



Abdul Qadir
Chairman

Karachi: November 04, 2022