

## **INDEPENDENT AUDITOR'S REVIEW REPORT TO THE MEMBERS OF PAKISTAN CABLES LIMITED**

### **Review Report on the Statement of Compliance Contained in Listed Companies (Code of Corporate Governance) Regulations, 2019**

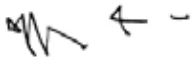
We have reviewed the enclosed Statement of Compliance with the Listed Companies (Code of Corporate Governance) Regulations, 2019 (the Regulations) prepared by the Board of Directors of Pakistan Cables Limited for the year ended June 30, 2023 in accordance with the requirements of regulation 36 of the 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.



**A. F. Ferguson & Co**  
**Chartered Accountants**

**Karachi**

**Date:** September 04, 2023

**UDIN:** CR202310073dyOGWZlvN

# Statement of Compliance With Listed Companies (Code Of Corporate Governance) Regulations, 2019

Name of company: **Pakistan Cables Limited (the “Company”)**

Year ending: **June 30, 2023**

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 9 as per the following:
  - a. Male: 8
  - b. Female: 1
2. The composition of the Board of Directors is as follows:

Category	Names
Independent Directors	1) Ms. Spenta Kandawalla (Female Director) 2) Mr. Arshad Mohsin Tayebaly 3) Mr. Mazhar Valjee
Non-Executive Directors	1) Mr. Mustapha A. Chinoy (Chairman) 2) Mr. Shoaib Javed Hussain 3) Mr. Akbar Ali Pesnani 4) Mr. Ali H. Shirazi
Executive Directors	1) Mr. Kamal A. Chinoy 2) Mr. Fahd Kamal Chinoy (Chief Executive Officer)

- 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 a 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 Companies Act 2017 (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 the Act and the Regulations with respect to frequency, recording and circulating minutes of meeting of the Board;

- 8) The Board has a formal policy and transparent procedures for remuneration of Directors in accordance with the Act and these Regulations;
- 9) Out of the nine Directors, the following seven Directors have obtained a certificate of Directors' Training Program:
  - i. Mr. Shoaib Javed Hussain
  - ii. Ms. Spenta Kandawalla
  - iii. Mr. Akbar Ali Pesnani
  - iv. Mr. Ali H. Shirazi
  - v. Mr. Mazhar Valjee
  - vi. Mr. Kamal A. Chinoy
  - vii. Mr. Fahd Kamal Chinoy

Mr. Mustapha A. Chinoy is exempt from the requirement of Directors' Training Program as per the Regulations. Mr. Arshad Mohsin Tayebaly will undertake the Directors' Training Program within the stipulated time.

- 10) The Board has approved appointment of the 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) The Chief Financial Officer and the Chief Executive Officer duly endorsed the financial statements before approval of the Board.

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

- |  |   |
|--|---|
| <b>a) Board Audit Committee:</b>                     | Mr. Mazhar Valjee (Chair)<br>Mr. Akbar Ali Pesnani (Member)<br>Mr. Ali H. Shirazi (Member)  |
| <b>b) Human Resource and Remuneration Committee:</b> | Ms. Spenta Kandawalla (Chair)<br>Mr. Arshad Mohsin Tayebaly (Member)<br>Mr. Mazhar Valjee (Member)<br>Mr. Kamal Chinoy (Member)<br>Mr. Fahd Kamal Chinoy (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/ yearly) of the committees were as follows:

- a) **Board Audit Committee:** Quarterly
- b) **Human Resource and Remuneration Committee:** Biannually

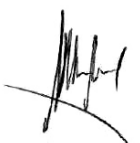
15) The Board has set up an effective internal audit function who are considered suitably qualified and experienced for the purpose and are conversant with the policies and procedures of the Company;

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) Explanation for non-compliance with requirements, other than regulations 3, 6, 7, 8, 27, 32, 33 and 36 are below:

Non-Mandatory Requirement	Reg. No.	Explanation
<p><b>Directors' training</b> It is encouraged that by 30 June 2022, all directors on the Board have acquired the prescribed certification under any director training program offered by institutions, local or foreign, that meet the criteria specified by the Commission and approved by it.</p>	19(1)	The Independent Director, Mr. Arshad Mohsin Tayebaly, could not attend the Directors' Training Program due to tight schedule. However, Company is arranging Directors' Training Program for him as early as possible.
<p><b>Nomination Committee:</b> The Board may constitute a separate committee, designated as the nomination committee, of such number and class of directors, as it may deem appropriate in its circumstances.</p>	29(1)	The Board has not constituted separate Nomination Committee and currently functions required to be performed by Nomination Committee are being dealt with by Human Resource and Remuneration Committee.
<p><b>Risk Management Committee:</b> The Board may constitute the risk management committee, of such number and class of directors, as it may deem appropriate in its circumstances, to carry out a review of effectiveness of risk management procedures and present a report to the Board.</p>	30(1)	The Board has not constituted separate Risk Management Committee and currently functions required to be performed by such committee are being performed by Board Audit Committee and the Board.

On behalf of the Board of Directors



**Mustapha A. Chinoy**  
Chairman

KARACHI: August 25, 2023



**Fahd Kamal Chinoy**  
Chief Executive Officer