



STATEMENT OF COMPLIANCE WITH LISTED COMPANIES (CODE OF CORPORATE GOVERNANCE) REGULATIONS, 2019 AS ON, JUNE 30, 2022

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

1. The total number of Directors are Seven (7) as per the following:

a. Male	Five
b. Female	Two

2. The composition of Board of Directors is as follows:

Category	Number	Names
Independent Director	1	Mr. Firasat Ali
Non-Executive Directors	4	Mr. Tahir Jahangir Mrs. Munizae Jahangir Miss Mehrunisa Malik Mr. Furqan Anwar Batla
Executive Directors	2	Mr. Usman Ilahi Malik Mr. Jilani Jahangir
Female Directors	2	Mrs. Munizae Jahangir Miss Mehrunisa Malik

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 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 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 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 Board.

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

9. The Board have done Director's Training Programme.

Name	Designation
Mrs. Munizae Jahangir	Non-Executive Director
Miss Mehrunisa Malik	Non-Executive Director
Mr. Jilani Jahangir	Executive Director
Mr. Firasat Ali	Independent Director
Mr. Furqan Anwar Batla	Non-Executive Director
Name of Directors Exempted under Clause xi of the Code	Designation
Mr. Tahir Jahangir	Chairman
Mr. Usman Ilahi Malik	Chief Executive Officer



10. The board has approved appointment of CFO, 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 Executive Officer and Chief Financial 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

Name	Designation
i) Mr. Firasat Ali	Chairman
ii) Miss Mehrunisa Malik	Member
iii) Mr. Furqan Anwar Batla	Member

b) HR and Remuneration Committee

Name	Designation
i) Mr. Firasat Ali	Chairman
ii) Mr. Usman Ilahi Malik	Member
iii) Mrs. Munizae Jahangir	Member
iv) Mr. Furqan Anwar Batla	Member
v) Mr. Jilani Jahangir	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:

Meeting	Frequency
Audit Committee	Four meetings of Audit Committee were held during the financial year ended June 30, 2022.

15. The Board has set up an effective Internal Audit Function which is considered suitable qualified and experienced for the purpose and are converted 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.

(USMAN ILAHI MALIK)
CHIEF EXECUTIVE OFFICER



Independent Auditors' Review Report of Punjab Oil Mills Limited
 Review Report on 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 Punjab Oil Mills 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 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 30 June 2022.

Further, we highlighted below instance(s) of non-compliance(s) with the requirement(s) of the Regulations as reflected in the paragraph 2 of the statement of compliance:

Sr. No.	Paragraph Reference	Description
1.	Regulation 6 of CCG, 2019	There is only one independent director on the Board of Directors of the Company.

Date: September 30, 2022
 Lahore

UDIN: CR202210055FvCVc3Jon

Malik Haroon Shahid Safder & Co.
 Chartered Accountants