

## Statement of Compliance with Code of Corporate Governance

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

1. Total number of directors as on June 30, 2022 are Seven in the following

Male: 6

Female: 1

\* Ms. Hina Faiyaz replaced Mr. Irfan Mangnejo on May 31, 2022. Mr. Irfan Mangnejo resigned to give way for representation of independent and female director on the Board.

2. The composition of the Board is as follows:

### Category

### Name

#### **Independent directors:**

Ms. Hina Faiyaz;  
Mr. Salman Haroon

#### **Non-executive directors:**

Mr. Muhammad Siraj;  
Mr. Aamir Altaf  
Mr. Muhammad Riaz; &

#### **Executive director:**

Mr. Muhammad Atif (CEO); &  
Mr. Qazi Muhammad Imran.

\*\* Ms. Hina Faiyaz replaced Mr. Irfan Mangnejo on May 31, 2022. Mr. Irfan Mangnejo resigned to give way for representation of independent and female director on the Board.

3. The Directors have confirmed that none of them is serving as director on more than seven listed companies. Including this Company (excluding the listed subsidiaries of listed holding companies where applicable.)
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. A complete record of particulars of significant policies along with the dates on which they were approved or amended has been maintained.
6. All the power of the Board has been duly exercised and decisions on relevant matters have been taken by the Board/shareholders as empowered by the relevant provision 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 the 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 Board.
8. The Board of Directors have a formal policy and transparent procedures for remuneration of Directors in accordance with the Act and these Regulations.
9. The Board of Directors is well aware and acknowledges the need to keep the Directors

abreast of the corporate and business best practices. Therefore, the Board has a policy to get its Directors certified under the Directors' training program as per the Code of Corporate Governance Regulations 2019. The newly appointed independent Director Ms. Hina Faiyaz has acquired the said Certification during the period.

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. CFO and CEO have duly endorsed the financial statements before approval of the Board.
12. The Board has formed committees comprising of members given below:

<u>Committee</u>	<u>Composition</u>	<u>Designation</u>
<b>Audit committee</b>	Mr. Salman Haroon Ms. Hina Faiyaz Mr. Muhammad Siraj	Chairman Member Member
<b>HR &amp; Remuneration Committee</b>	Mr. Salman Haroon Mr. Muhammad Siraj Mr. Muhammad Riaz	Chairman Member Member

\* Ms. Hina Faiyaz replaced Mr. Irfan Mangnejo on May 31, 2022. Mr. Irfan Mangnejo resigned to give way for representation of independent and female director on the Board.

13. The terms of reference of the aforesaid committee have been formed, documented and advised to the committee for compliance.
14. The frequency of the meetings of the Committees were as per following:

<u>Committee</u>	<u>Frequency</u>
<b>Audit committee</b>	Quarterly
<b>HR &amp; Remuneration committee</b>	One meeting in the year

15. The Board has setup an effective Internal audit function involved in Internal Audit relating to the Business and other affairs of the company. They 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 Directors 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.

18. We confirm that all other material principles contained in the CCG have been complied with.

**For and on behalf of the Board**

  
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**Director**



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**INDEPENDENT AUDITOR'S REVIEW REPORT**  
**To the members of Quice Food Industries 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 Quice Food Industries Limited 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 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.

Following instances of Non compliances with the requirements of the code were observed which are not stated in the statement of compliance.

- Code requires independent Directors shall not be less than two or one third of the total members of the board, whichever is higher, whereas board include two independent director.
- Boards the company has not arranged the directors training program or obtained the exemption from directors training program from the commission as required under clause 19 of the Regulations.

Based on our review, except for the above instances of non-compliance, 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.

*Aslam Malik*  
Chartered Accountants

Place: Lahore

Date: November 7, 2022

Engagement Partner: Hafiz Muhammad Ahmad

UDIN: CR202210148J71hDCzUT

