

# STATEMENT OF COMPLIANCE

With Listed Companies (Code Of Corporate Governance) Regulations, 2019

Name of the Company: **Reliance Weaving Mills Limited**  
Year Ended: **June 30, 2023**

The Company has complied with the requirements of the Listed Companies (Code of Corporate Governance) Regulations, 2019 (here-in-after referred as the Regulations) in the following manner:

1. The total number of Directors are seven as per the following:

- a. Male: 6
- b. Female: 1

2. The composition of Board is as follows:

Independent Directors *	Mr. Muhammad Shaukat Mr. Shahid Aziz
Non-Executive Directors	Mr. Fawad Ahmed Mukhtar Mr. Fahd Mukhtar Mr. Muhammad Mukhtar Sheikh
Executive Director	Mr. Faisal Ahmed
Female Director	Mrs. Fatima Fazal

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 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 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 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 seven Directors, four (4) Directors have completed the Directors Training Program (DTP) while the following three (3) Directors meet the exemption criteria; hence are exempted from the DTP:
- o Mr. Fawad Ahmed Mukhtar
  - o Mr. Faisal Ahmed
  - o Mrs. Fatima Fazal
10. The Board has approved the appointment of Chief Financial Officer, Company Secretary and Head of Internal Audit, including their remuneration and terms & conditions of employment and complied with relevant requirements of the Regulations. The Board of Directors approved the appointment of Mr. Kamran Ahmad Awan as Company Secretary who was earlier appointed as an Acting Company Secretary on April 13, 2022.

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

12. The Board has formed following Committees comprising of Members given below:

#### Board Audit Committee:

Mr. Shahid Aziz	Chairman
Mr. Muhammad Shaukat	Member
Mr. Fahd Mukhtar	Member

#### Human Resource & Remuneration Committee:

Mr. Muhammad Shaukat	Chairman
Mr. Shahid Aziz	Member
Mr. Fahd Mukhtar	Member

#### Risk Management Committee:

Mr. Faisal Ahmed	Chairman
Mr. Shahid Aziz	Member
Mr. Muhammad Shaukat	Member

#### Nomination Committee:

Mr. Fawad Ahmed Mukhtar	Chairman
Mr. Faisal Ahmed	Member
Mrs. Fatima Fazal	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 the committee meetings were as per the following:

- Four meetings of the Board Audit Committee were convened during the financial year ended June 30, 2023.
- Two meetings of the HR & Remuneration Committee were convened during the financial year ended June 30, 2023.

15. The Board has set up an effective internal audit function under the leadership of Director IA & RA who is qualified and experienced for the purpose and well 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 ICAP 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 any 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.

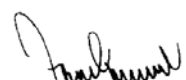
18. We confirm that all requirements of the regulations 3,6,7,8,27,32,33 and 36 have been complied with.

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

\*Code of corporate governance requires that the company's Independent Director shall be higher of two or one third (2.33) of its total directors (7). However, fraction (0.33) contained in one third number for the Independent Director has not been rounded up as one, as the existing Independent Directors have the requisite skills, knowledge and diversified work experience to take independent decisions in the interest of the Company.



Muhammad Shaukat  
Independent Director



Faisal Ahmed  
Chief Executive Officer

# INDEPENDENT AUDITORS' REVIEW REPORT

To The Members of Reliance Weaving Mills 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 RELIANCE WEAVING MILLS 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.

*Shinewing Hameed Chaudhri & Co.*

SHINEWING HAMEED CHAUDHRI & CO.,  
CHARTERED ACCOUNTANTS  
MULTAN

DATED: September 30, 2023  
UDIN: CR202310162VbuFi9Cly