



### STATEMENT OF COMPLIANCE WITH THE CODE OF CORPORATE GOVERNANCE

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

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

Sr. No.	Category	Gender	Total
(i)	Independent Director	Male	3
(ii)	Executive Director	Male	1
(iii)	Non-Executive Director	Male	3

2. The composition of board is as follows:

Category	Names
Independent Directors	Mr. Abdul Shakoor, Mr. Muhammad Akram, Mr. Naveed Ahmed
Executive Director	Mr. Noman Almas
Non-Executive Directors	Mr. Muhammad Fiaz, Mr. Muhammad Ramzan, Mr. Zahid Ali

3. The directors have confirmed that none of them is serving as a director on more than five 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 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 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 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 board has arranged directors training program for Mr. Noman Almas and he got certification as Certified Director (as required by the Code of Corporate Governance issued by the Securities and Exchange Commission of Pakistan) in November, 2014 under director training program held by the University of Lahore.
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 duly endorsed the financial statements before approval of the board.
12. Audit Committee

The board has formed an Audit Committee. It comprises **three** members, of whom **two** are independent directors and one is Non-Executive director. The chairman of the committee is an independent director.

meetings of the audit committee were held at least once every quarter prior to approval of interim and final results of the company and as required by the Code of Corporate Governance. The terms of reference of the committee have been formed and advised to the committee for compliance

The board has formed committees comprising of members given below:

Name	Category
Mr. Naveed Ahmed	Chairman-Independent director
Mr. Abdul Shakoor	Independent director
Mr. Zahid Ali	Non-Executive Director

- a) HR and Remuneration Committee

The board has formed an HR and Remuneration Committee. It comprises three members, of whom two are non-executive directors and the chairman of the committee is an independent director.

The board has formed committees comprising of members given below:



Name	Category
Mr. Muhammad Akram	Chairman-Independent director
Mr. Muhammad Fiaz	Non-Executive Director
Mr. Muhammad Ramzan	Non-Executive Director

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:
- a) Audit Committee 05
- b) HR and Remuneration Committee 05
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 ICAP and registered with Audit Oversight Board of Pakistan, that they or any of the partners of the firm, their spouses and minor children do not hold shares of the company and that the firm and all its partners are in compliance with International Federation of Accountants (IFAC) guidelines on code of ethics as adopted by the ICAP
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 requirements of the Regulations have been complied with.

**For and On Behalf of Board of Directors.**

Lahore  
Dated: October 07, 2022

(Muhammad Fiaz)  
Chairman

**INDEPENDENT AUDITOR'S REVIEW REPORT TO THE MEMBERS OF  
SALMAN NOMAN ENTERPRISES 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 **SALMAN NOMAN ENTERPRISES 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 and also ensure compliance with the requirements of section 208 of the Companies Act, 2017. 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. We have not carried out procedures to assess and determine the Company's process for identification of related parties and that whether the related party transactions were undertaken at arm's length price or not.

Because of the limitation of scope as highlighted in paragraph below, we do not express any conclusion on the annexed statement of compliance.

- (a) Management has not provided us the documents for review, as prepared by the Company to comply with the Regulations consequently, we have not been able to obtain sufficient appropriate audit-evidence to provide a basis for conclusion on statement of compliance.

We have also expressed disclaimer of Opinion in our audit report to the financial statements for the year ended 30 June 2022.

**ALAM & AULAKH**

**CHARTERED ACCOUNTANTS**

**Place: Lahore**

**Date: October 07, 2022**

**UDIN: CR202210190v82DGiWIX**

**Engagement Partner: Muhammad Naeem**