

# Statement Of Compliance With Listed Companies (Code Of Corporate Governance) Regulations, 2019 For the year ended June 30, 2022

M/s. Trust Securities and Brokerage Limited (TSBL) has complied with the requirements of listed Companies (Code of Corporate Governance) Regulations 2019, in the following manner:

1. The total number of directors are 7 as per the following:
  - a. Male: 6 Members
  - b. Female: 1 Member
2. The composition of the Board of Directors is as follows:

Category	Names
<b>Independent Directors:</b>	Mr. Khizer Hayat Farooq Wg. Cmr (Retd) TalatMehmood
<b>Non-Executive Directors:</b>	Mr. Junaid Shehzad Ahmed Mr. Sardar Abdul Majeed
<b>Non-Executive Female Director:</b>	Mrs. Zenobia Wasif
<b>Executive Directors:</b>	Mr. Abdul Basit Mr. Zulfiqar Ali Anjum

Fraction (0.33) related to requirement for number of independent Directors is less than 0.5 and therefore, has not been rounded up as one.

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 significant policies along with the dates 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 and the Regulations.
7. The meetings of the board were presided over by the Chairman and, in her 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 meetings of the board.
8. The Board have a formal policy and transparent procedure for remuneration of directors in accordance with the Act and the Regulations

9. Out of 7 directors, four (4) have completed Director's Training Program (DTP) and one (1) director meets exemption requirement of DTP.
10. The board has approved appointment of 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. Chief Financial Officer and Chief Executive 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**

Wg. Cmdr (Retd) Talat Mahmood	Chairman
Mrs. Zenobia Wasif	Member
Mr. Junaid Shehzad Ahmed	Member

**b). HR and Remuneration Committee**

Mr. Khizer Hayat Farooq	Chairman
Mr. Junaid Shehzad Ahmed	Member
Mr. Zulfiqar Ali Anjum	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 of the committee were as per following:
  - a). **Audit Committee** – Four quarterly meetings were held during the financial year ended June 30, 2022.
  - b). **HR and Remuneration Committee** – One meeting was held during the financial year ended June 30, 2022.
15. The board has outsourced the 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 Accountant of Pakistan (ICAP) 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 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 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 is mentioned below:

S. No	Non-Mandatory Requirements	Reg. No.	Explanation
1	<b>Director's Training:</b> It is encouraged that by June 30, 2022 all the directors on their 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.	19	Four (4) out of seven (7) directors are in compliance with director training program, and for the remaining directors, board is of the view that they are qualified and well conversant with the applicable laws and regulations, except for one director who meets the exemption requirement of DTP. The company has planned to arrange DTP for the remaining directors.



Zenobia Wasif  
Chairperson

Place: Karachi  
Date: October 04, 2022



## INDEPENDENT AUDITOR'S REVIEW REPORT

To the members of Trust Securities and Brokerage 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 **Trust Securities and Brokerage Limited** ("the Company") for the year ended June 30, 2022 in accordance with the requirement of regulation 36 of the Regulation.

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 Regulation 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 transaction by the board of directors upon recommendations 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, 2022.

*Reanda Haroon Zakaria & Co.*

Reanda Haroon Zakaria & Company  
Chartered Accountants

Place: Karachi  
Date: October 04, 2022  
UDIN: CR2022101270COqhdwv7