



A.F. FERGUSON & CO.

**INDEPENDENT AUDITOR'S REVIEW REPORT  
TO THE MEMBERS OF UNITED BRANDS 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 United Brands Limited for the year ended June 30, 2024 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, 2024.

**A. F. Ferguson & Co.  
Chartered Accountants  
Karachi**

**Dated: October 7, 2024**

**UDIN: CR202410073U2cSJI0WO**

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■ KARACHI ■ LAHORE ■ ISLAMABAD

# STATEMENT OF COMPLIANCE WITH LISTED COMPANIES (CODE OF CORPORATE GOVERNANCE) REGULATIONS, 2019 UNITED BRANDS LIMITED

## FOR THE YEAR ENDED JUNE 30, 2024

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

1. The total number of Directors as at June 30, 2024 were seven (7) as per the following composition:
  - a) Male: 5 (five)
  - b) Female: 2 (two)
2. The composition of the Board as at June 30, 2024 was as follows:

Category	Names
Independent Directors*	Mr. Abdul Samad Ms. Tayyaba Rasheed
Non-Executive Directors	Mr. Munis Abdullah Ms. Faiza Nadeem Mr. Zubair Razzak Palwala
Executive Directors	Mr. Rizwan Ahmad Mr. Syed Nadeem Ahmed
Female Director	Ms. Faiza Nadeem Ms. Tayyaba Rasheed

\* Determination of number of independent directors arrives at 2.33 (rounded to 2) which is based on seven elected directors. The fraction is not rounded up since the two (2) elected independent directors have requisite competency, knowledge and experience to discharge and execute their responsibilities as per applicable laws and regulations

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 the 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. All Directors have completed the requirements of Director's Training program, except for Ms. Faiza Naeem;
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:

#### **Audit Committee**

<b>Name</b>	<b>Category</b>
Ms. Tayyaba Rasheed	Chairperson
Mr. Zubair Razzak Palwala	Member
Ms. Faiza Nadeem	Member

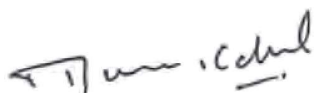
#### **HR and Remuneration Committee**

<b>Name</b>	<b>Category</b>
Mr. Abdul Samad	Chairman
Mr. Syed Nadeem Ahmed	Member
Mr. Zubair Razzak Palwala	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 committees was as follows:
  - a) Audit Committee: Four quarterly meetings during the financial year ended June 30, 2024
  - b) HR and Remuneration Committee: One meeting during the financial year ended June 30, 2024
15. The Board has outsourced the internal audit function to Grant Thornton Anjum Rahman, Chartered Accountants 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 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;
18. We confirm that all requirements of regulations 3, 6, 7, 8, 27, 32, 33 and 36 of the Regulations have been complied with; and
19. Explanation for non-compliance with requirements, other than regulations 3, 6, 7, 8, 27, 32, 33 and 36(non-mandatory requirements) are below :

S. No	Requirement	Explanation	Reg. No
1	<p>Role of the Board and its members to address sustainability risk and opportunities.</p> <p>The Board is responsible for setting the Company's sustainability strategies, priorities and targets to create long term Corporate value. The board may establish a dedicated sustainability committee.</p>	At present the Board provides governance and oversight in relation to Company's initiatives on environmental, social and governance (ESG) matters. Nevertheless, the requirements introduced recently by SECP through notification dated June 12, 2024 will be complied with in due course.	10(A)
2	All the Directors have obtained Directors' Training Program certification till June 30, 2024.	Currently, 6 out of 7 directors have obtained Directors' Training Program certification. The Company will arrange training for Ms. Faiza Naeem to comply with the requirement.	19
3	The Board may constitute a separate committee, designed as the nomination committee, of such number and class of directors, as it may deem appropriate in its circumstances.	The responsibilities as prescribed for the nomination committee are being taken care of at Board level as and when needed, hence a separate committee is not considered necessary.	29
4	The Board may constitute the risk management committee, of such number and class of directors, as it may deem appropriate in its circumstances, to carry out a review of effectiveness of risk management procedures and present a report to the Board.	The Board has not constituted a risk management committee, and senior managers perform the requisite functions and apprise the Board accordingly	30
5	<p>The Company may post on its website key elements of its significant policies including but not limited to the following:</p> <ul style="list-style-type: none"> <li>i. Communication and disclosure policy;</li> <li>ii. Code of conduct for members of board of directors, senior management and other employees;</li> <li>iii. Risk management policy;</li> <li>iv. Internal control policy;</li> <li>v. Whistle blowing policy;</li> <li>vi. Corporate social responsibility / sustainability / environmental, social and governance related policy;</li> </ul> <p>Policies for promoting DE&amp;I and protection against harassment at the workplace.</p>	As the regulation provides concession with respect to disclosure of significant policies on the website, few policies have been uploaded on the Company's website. However, the Company is in process to upload all required key elements of its significant policies.	35(1)

On behalf of the Board



**Munis Abdullah**  
Chairman



**Syed Nadeem Ahmed**  
Chief Executive Officer