

STATEMENT OF COMPLIANCE WITH LISTED COMPANIES

(CODE OF CORPORATE GOVERNANCE) REGULATIONS, 2019

Name of company: KHAIRPUR SUGAR MILLS LIMITED

Year ending: 30TH SEPTEMBER 2019

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

1. The total number of directors are 7 as per the following:

- | | | |
|----|---------|---|
| a. | Male: | 5 |
| b. | Female: | 2 |

2. The composition of board is as follows:

- | | |
|---------------------------|---|
| a) Independent Directors | Lt. Gen (Rtd). Anees Ahmed Abbasi
Lt. Gen (Rtd). Tahir Mahmud Qazi |
| b) Non-executive Director | Mr. Fahad Mubeen Jumani
Mrs. Qamar Mubeen Jumani
Miss. Arisha Mubeen Jumani |
| c) Executive Directors | Mr. Muhammad Mubeen Jumani
Mr. Faraz Mubeen Jumani |
| d) Female Directors | Mrs. Qamar Mubeen Juma
Miss. Arisha Mubeen Jumani |

3. The directors have confirmed that none of them is serving as a director on more than five 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 the 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 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;

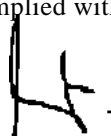
8. The board have a formal policy and transparent procedures for remuneration of directors in Accordance with the Act and these Regulations;

9. The director are expected to obtain requisite certifications under Directors' Training Program in future in order to comply with the requirements of CCG;

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. Furthermore, During the year Mr. Shoaib ul Haque has been appointed as Company Secretary;
11. CFO and CEO duly endorsed the financial statements before approval of the board;
12. The board has formed committees comprising of members given below:
 - a) Audit Committee

Lt. Gen (Retd) Anis Ahmed Abbasi	Chairman
Lt. Gen (Retd) Tahir Mahmud Qazi	Member
Miss Arisha Mubeen Jumani	Member
 - b) HR and Remuneration Committee

Lt. Gen (Retd) Anis Ahmed Abbasi	Chairman
Lt. Gen (Retd) Tahir Mahmud Qazi	Member
Mr. Muhammad Mubeen Jumani	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 (quarterly/half yearly/ yearly) of the committees were as per following:
 - a) Audit Committee: Four Meetings during the financial year ended September 30, 2019.
 - b) HR and Remuneration Committee: One Meeting during the financial year ended September 30, 2019.
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 and all its partners are in compliance with International Federation of Accountants (IFAC) guidelines on code of ethics as adopted by the ICAP and that they all the partners of the firm involved in the audit are not a close relative (spouses, 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 regulation have been complied with.


(MUHAMMAD MUBEEN JUMANI)
Chief Executive Officer

Place: Karachi

Date: December 26, 2019