

## Statement Of Compliance With Listed Companies (CODE OF CORPORATE GOVERNANCE) REGULATIONS, 2019

Name of company: KHAIRPUR SUGAR MILLS LIMITED  
Year ending: 30TH SEPTEMBER 2020

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<br>Lt. Gen (Rtd). Tahir Mahmud Qazi             |
| b) Other Non-executive Director | Mr. Fahad Mubeen Jumani<br>Mrs. Qamar Mubeen Jumani<br>Miss. Arisha Mubeen Jumani |
| c) Executive Directors          | Mr. Muhammad Mubeen Jumani<br>Mr. Faraz Mubeen Jumani                             |
| d) Female Directors             | Mrs. Qamar Mubeen Jumani<br>Miss. Arisha Mubeen Jumani                            |

Fraction (0.33) related to the requirement for number of independent Director 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 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 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 have a formal policy and transparent procedures for remuneration of directors in Accordance with the Act and these Regulations.
9. Out of seven Directors one Director is exempted from Directors training program on the basis of level of education and length of experience as provided in the Regulation. Other remaining Directors could

- not attend the Director training program due to the outbreak of corona virus and multiple challenges. However, the relevant compliance will be made till the next financial year end.
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. Chief Financial Officer and Chief Executive Officer (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 of the committees were as per following.
- a) Audit Committee Quarterly  
b) HR and Remuneration Committee One meeting was held during the year.
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 Institute of Chartered Accountants 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 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; and
18. We confirm that all requirements of regulations 3, 6, 7, 8, 27, 32, 33 and 36 of the Regulations have been complied with;



**Qamar Mubeen Jumani**  
Chairperson

**Place:** Karachi  
**Dated:** January 01, 2021