



QUETTA TEXTILE MILLS

L I M I T E D

Registered Office : G/Floor, Nadir House, I. I.Chundrigar Road, Karachi-74000, Pakistan Tel: +92 (21) 32414334~6

Liaison Office: 7-8/A Justice Sardar Iqbal Road ,Off Zafar Ali Road, Gulberg -V, Lahore-. Tel: 92 (42) 35775601-6

Email: sales@QuettaGroup.com Web: www.QuettaGroup.com

STATEMENT OF COMPLIANCE WITH LISTED COMPANIES (THE CODE OF CORPORATE GOVERNANCE) REGULATIONS, 2019

Name of Company: Quetta Textile Mills Limited

Year ended June 30, 2023.

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

1. The total numbers of directors are (07) as per the following
 - a) Male 6
 - b) Female 1
2. The Composition of board is as follows:
 - a) Independent Director Mr. Muhammad Sarfraz.
Mr. Abbas Ali
 - b) Non-executive Mr. Tauqir Tariq
Mr. Asim Khalid
 - c) Executive Mr. Tariq Iqbal
Mr. Omer Khalid
 - d) Female Director/ Non-Executive Mrs. Saima Asim
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 significant policies along with the dates of approval 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 the board;
8. The Board have a formal policy and transparent procedures for remuneration of directors in accordance with the Act and these Regulations;
9. All the directors meet the requirements of Director training program under code of Corporate Governance Regulation 2019.
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;



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12. The board has formed committees comprising of members given below:
- a) Audit Committee
- | | |
|----------------------|---------------------------------|
| Mr. Muhammad Sarfraz | Chairman / Independent Director |
| Mr. Tauqir Tariq | Member / Non-Executive Director |
| Mr. Asim Khalid | Member / Non-Executive Director |
- b) HR and Remuneration Committee
- | | |
|-----------------|---------------------------------|
| Mr. Abbas Ali | Chairman / Independent Director |
| Mr. Asim Khalid | Member / Non-Executive Director |
| Mrs. Saima Asim | Member / 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 | Four quarterly meeting |
| b) HR and Remuneration Committee | Once a year |
15. The Board has set up an effective internal audit function, which has suitable, qualified and experienced staff.
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 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 Auditor, Company Secretary or Director of the Company.
17. The statutory auditors or other persons associated with them have not been appointed to provide other services except in accordance with the Act, these regulations or any other regulatory requirements and the auditors have confirmed that they have observed IFAC guidelines in this regards.
18. We confirm that all other 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 3, 6, 7, 8, 27, 32, 33 and 36 are below.
- a) The Independent Director Mr. Abbas Ali could not attend the Directors' Training Program as per required regulation, due to unavoidable circumstances. However, he will arrange early as possible.
- b) The calculation of minimum number of Independent Directors as per regulation no 6(1), is calculated on basis of general rule only number exceeding 0.5 shall be rounded to next number,

TAUQIR TARIQ
Chairman

Karachi:
Dated: October 03, 2023