

# STATEMENT OF COMPLIANCE

## with Listed Companies (Code of Corporate Governance) Regulations, 2019

**INTERNATIONAL INDUSTRIES LIMITED**  
**June 30, 2024**

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

- The total number of elected directors are nine (9) as per the following:

a	Female	One (1)
b	Male	Eight (8)

- The composition of the Board is as follows:

Category	Names
Independent directors	Mr. Adnan Afridi
	Mr. Asif Jooma
	Mr. Haider Rashid
	Mr. Jehangir Shah
	Mr. Mansur Khan
Non-executive directors	Mr. Kamal A. Chinoy
	Mr. Mustapha A. Chinoy
Chief Executive Officer	Mr. Sohail R. Bhojani
Female director (Non-executive director)	Mrs. Selina R. Khan

Mr. Sohail R. Bhojani is a deemed director as defined in Section 188(3) of the Companies Act, 2017.

- The directors have confirmed that none of them is serving as directors on more than seven listed companies, including this company.
- The Company has prepared a Code of Conduct and ensured that appropriate steps have been taken to disseminate it throughout the Company along with its supporting policies and procedures;
- The Board has developed vision/mission statements, overall corporate strategy and significant policies of the Company. The Board has ensured that a complete record of particulars of the significant policies along with their date of approval or updating is maintained by the Company;
- 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 and these Regulations;
- The meetings of the Board were presided over by the Chairman. 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;
- The Board has a formal policy and transparent procedures for the remuneration of directors in accordance with the Act and these Regulations;
- The directors were apprised of their duties and responsibilities from time to time. The directors have already attended directors' training as required in previous years.
- The Board has approved the appointment of the 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. The Chief Financial Officer and Chief Executive Officer duly endorsed the financial statements before approval of the Board;
12. The Board has formed two sub-committees comprising of the following members:

**A. BOARD AUDIT COMMITTEE**

1	Mr. Jehangir Shah	Chairman BAC	Independent Director
2	Mr. Adnan Afridi	Member	Independent Director
3	Mr. Haider Rashid	Member	Independent Director
4	Mr. Mansur Khan	Member	Independent Director
5	Mr. Mustapha A. Chinoy	Member	Non-Executive Director

**B. Human Resource & Remuneration Committee**

1	Mr. Mansur Khan	Chairman HRRC	Independent Director
2	Mr. Haider Rashid	Member	Independent Director
3	Mr. Kamal A. Chinoy	Member	Non-Executive Director
4	Mr. Mustapha A. Chinoy	Member	Non-Executive Director
5	Mr. Sohail R. Bhojani	Ex-Officio-Member	Chief Executive Officer

13. The terms of reference of the aforesaid committees have been formed, documented and advised to the committees for compliance;
14. The frequency of meetings of the committees was as follows:
  - a. Board Audit Committee: Quarterly
  - b. Human Resource & Remuneration Committee: Quarterly or as and when needed
15. The Board has set up an effective Internal Audit function and is 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 the 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 any 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.

19. Explanations 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	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 so a separate committee is not considered to be necessary.	29
2	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 tasked the Board Audit Committee to oversee risk management-related matters of the Company.	30
3	The Company may post on its website key elements of its significant policies including DE&I and protection against harassment at workplace as advised by SECP vide its SRO 920 (1)/2024 dated 12 <sup>th</sup> June, 2024.	As per the regulations, the Company has disclosed key elements of its significant policies and intends to add the gist of its policy on DE&I & protection against harassment at the workplace.	35(1)
4	<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 and prefers to continue the same practice.	10A

On behalf of the Board  
International Industries Ltd.



**Sohail R. Bhojani**  
Chief Executive Officer



**Kamal A. Chinoy**  
Chairman

Karachi  
August 22, 2024