

Statement of Compliance

with Listed Companies (Code of Corporate Governance) Regulations, 2017

Name of company: Bilal Fibres Limited
Year ending: June 30, 2019

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

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

Gender	Number
Male	7
Female	-

2. The composition of board is as follows:

Category	Names
Independent Directors	1. Mr. Muhammad Kashif 2. Mr. Muhammad Aslam Bhatti
Other Non Executive Directors	1. Mr. Anwaar Abbas 2. Mr. Muhammad Omer 3. Mr. Shahid Iqbal 4. Mr. Muhammad Asghar
Executive Director	1. Mr. Naeem Omer (Chief Executive)

3. The directors have confirmed that none of them is serving as a director on more than seven listed companies, including this company (excluding the listed subsidiaries of listed holding companies where applicable).
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. A complete record of particulars of significant policies along with the dates on which they were approved 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 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 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. In terms of Regulation 20 of the 2017 Code, the Companies are required to ensure that all the directors on their board have acquired the prescribed certification under Director Training Program by June 30, 2021.

Presently no director has participated in the training program required as per Regulation, however in the next financial year the compliance of the said Regulation will be ensured.

10. There were no new appointment of Chief Financial Officer and Company Secretary and head of internal audit due to no business activity and the function of CFO and Company Secretary performed by the same person.
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:

Committees	Composition/Names
Audit Committee	<p>Chairman: Mr. Muhammad Aslam Bhatti (Independent Director)</p> <p>Members: Mr. Anwaar Abbas Mr. Muhammad Omer</p>
HR & Remuneration Committee	<p>Chairman: Mr. Shahid Iqbal (Chairman)</p> <p>Members: Mr. Muhammad Asghar Mrs. Muhammad Kashif</p>

The Company was in compliance with the Code of Corporate Governance, 2012 for the year ended June 30, 2019. Further, during the year, the committees of the Board of Directors have been reconstituted to comply with the requirements of the 2017 Code.

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 committee were as per following:

Committees	Frequency
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Audit Committee	Four quarterly meetings were held during the financial year ended June 30, 2019
HR & Remuneration Committee	One meeting was held during the financial year ended June 30, 2019

15. Due to no business activity presently the Board has not set up an effective internal audit function and there are no staff for the purpose.
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 or any of the partners of the firm, their spouses and minor children do not hold shares of the company and that the firm and all its partners are in compliance with International Federation of Accountants (IFAC) guidelines on code of ethics as adopted by the ICAP.
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 other requirements of the Regulations have been complied with.

(Naeem Omer)
Chief Executive Officer

(Muhammad Omer)
Chairman

Lahore: October 03, 2019