

# Statement of Compliance with listed companies (Code of Corporate Governance) Regulations, 2017

Byco Petroleum Pakistan Limited  
Year ended 30th June 2018

The company has complied with the requirements of Listed Companies (Code of Corporate Governance) Regulations, 2017 (the "Regulations") in the following manner:

1. The total number of directors are 07 as per the following:
  - a. Male: 07
  - b. Female: Nil

2. The composition of board is as follows:

Category	Names
Independent Director	Muhammad Mahmood Hussain
Non-executive Directors	Akhtar Hussain Malik Syed Arshad Raza Omar Khan Lodhi Chaudhary Khaqan Saadullah Khan Murtaza Hussain
Executive Director	Amir Abbasciy

3. The directors have confirmed that none of them is serving as a director on more than five 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 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 of directors have a formal policy and transparent procedures for remuneration of directors in accordance with the Act and these Regulations.
9. The Directors of the Company are professionals and senior executives having wide experience and awareness of the duties and responsibilities of the directors. One director is a certified director under Directors Training Program (DTP), while two directors fulfil the criteria laid down in the Regulations for an exemption from such training. Registration of other directors are being scheduled and the required certification will be completed *vis-à-vis* the timeline given in the Regulations.
10. During the year, no change in the positions of CFO, Company Secretary and Head of Internal Audit was occurred. Their remuneration and terms and conditions of employment comply with the relevant requirements of the Regulations.

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**  
Mr. Muhammad Mahmood Hussain, Chairman  
Mr. Syed Arshad Raza, Member  
Mr. Chaudhary Khaqan Saadullah Khan, Member
  - b) **Human Resource and Remuneration Committee**  
Mr. Muhammad Mahmood Hussain, Chairman  
Mr. Amir Abbasciy, Member  
Mr. Syed Arshad Raza, Member  
Mr. Chaudhary Khaqan Saadullah Khan, 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 committee were as per following:
  - a) Audit Committee – **Every Quarter**
  - b) Human Resource and Remuneration Committee – **two meetings**
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 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.

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**Akhtar Hussain Malik**  
Chairman

**Dated:** 25<sup>th</sup> October 2018