

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

Name of Company: Cnergyico Pk Limited (the "Company")
Year ending: 30th June 2024

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

1. The total number of directors are 07 as per the following,-
 - a. Male: 06
 - b. Female: 01

2. The composition of the Board is as follows:

Category		Names
i. Independent directors	03	Mr. Mushtaq Malik Lt. (R) Raja Muhammad Abbas Mr. Sami ul Haq Khilji
ii. Non-executive directors	01	Mr. Aumar Abbassciy
iii. Executive directors	02	Mr. Amir Abbassciy Mr. Usama Qureshi
iv. Female directors	01	Mrs. Uzma Abbassciy

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 the 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 / Chairperson and in their absence by the director elected by the board for the time being. 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. The Board remained compliant with the provision of the Regulations pertaining to the director's training program. Out of seven directors, two (02) directors have requisite experience to be exempted from training program as mentioned in regulation No. 19, sub-regulation 2 of the Regulations. Three (03) directors on the Board have already attended the Director's Training program in prior years. Remaining two (02) directors will pursue the training during the financial year 2024-25 as they could not attend directors training program planned during the year due to business travelling;

10. During the year, no change was occurred in the positions of Chief Financial Officer, Company Secretary and Head of Internal Audit. Their remuneration and terms and conditions of employment 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;

12. The Board has formed committees comprising of members given below.-

(A) AUDIT COMMITTEE

Mushtaq Malik, Chairman
Usama Qureshi, Member
Lt. (R) Raja Muhammad Abbas, Member
Aumar Abbassciy, Member

(B) HUMAN RESOURCE AND REMUNERATION COMMITTEE

Lt. (R) Raja Muhammad Abbas, Chairman
Sami ul Haq Khilji, Member
Usama Qureshi, Member
Mushtaq Malik, Member
Aumar Abbassciy, Member

(C) RISK MANAGEMENT COMMITTEE

Amir Abbassciy, Chairman
Usama Qureshi, Member
Sami ul Haq Khilji, Member
Aumar Abbassciy, 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 (04)**
- b) Human Resource and Remuneration Committee – **(06)**
- c) Risk Management Committee - **NIL**

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 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.

19. Explanation for non-compliance with non- mandatory requirements, other than regulations 3, 7, 8, 27, 32, 33 and 36 are below:

Reg. No.	Requirement	Explanation
19(1)	It is encouraged that by June 30, 2022 all the directors on their Boards have acquired the prescribed certification under any director training program offered by institutions, local or foreign, that meet the criteria specified by the Commission and approved by it.	The Company wishes to pursue the said program for its remaining directors in upcoming years 2024-2025
29(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.
35(1)	The Company may post on its website key elements of its significant policies including but not limited to the following: i. Communication and disclosure policy; ii. Code of conduct for members of board of directors, senior management and other employees; iii. Risk management policy; iv. Internal control policy; v. Whistle blowing policy; vi. Corporate social responsibility / sustainability / environmental, social and governance related policy. vii. Policies for promoting DE&I (Diversity, Equity, and Inclusion).	As the regulation provides concession with respect to disclosure of key elements of significant policies on the website, only those policies which were considered necessary, have been posted.
10A(5)	In order to effectively discharge its sustainability related duties, the board may establish a dedicated sustainability committee having at least one female director, or assign additional responsibilities to an existing board committee. The committee shall monitor and review sustainability related risks and opportunities of the company, ensure DE&I practices are in effect at various board committees, oversee compliance of relevant laws pertaining to relevant sustainability related considerations and its appropriate disclosures. The committee shall submit to the board a report, at least once a year, on embedding sustainability principles into the organization's strategy and operations to increase corporate value.	Board has already placed risk management committee where all the risk including sustainability related duties are addressed.
11(2)	All written notices and relevant material, including the agenda of the meeting shall be circulated at least seven days prior to the meeting, except in the case of emergency meeting, where the notice period may be reduced or waived.	Company has sent the notices of 3 meetings less than 7 days due to emergency as allowed under regulations.

Uzma Abbassciy
Chairperson

Date : 16th September, 2024