



Towellers Limited



TOWELLERS HOUSE,
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STATEMENT OF COMPLIANCE WITH THE CODE OF CORPORATE GOVERNANCE OF TOWELLERS LIMITED FOR THE YEAR ENDED JUNE 30th 2018

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

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

Male	3
Female	5

2. The composition of board is as follows:

Independent Director	Vally Tariq Rangoonwala
Other Non-Executive Directors	Abdul Jalil Shariff Hadeel Obaid Surraiya Junaid Zeeshan K. Sattar
Executive Directors	Mehreen Obaid Agha Mahjabeen Obaid Sana Bilal

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 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. Three Directors of the Company had completed certification from (Pakistan Institute of Corporate Governance (PICG) under the criteria of the code. During the year the board did not arrange any training program for its directors.
10. There was no new appointment of Chief Financial Officer, Company Secretary and Head of Internal Audit has made during the year.
11. CFO and CEO endorsed the financial statements before approval of the board,
12. The board has formed following committees comprising of members given below:

Audit Committee


- | | |
|---------------------------|----------|
| - Vally Tariq Rangoonwala | Chairman |
| - Hadeel Obaid | Member |
| - Abdul Jalil Shariff | Member |

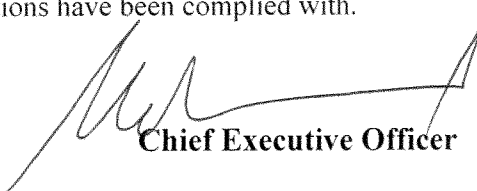
HR and Remuneration Committee

- | | |
|-----------------------|----------|
| - Zeeshan K. Sattar | Chairman |
| - Mahjabeen Obaid | Member |
| - Abdul Jalil Shariff | 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 of the committee were as per following:

Audit Committee	Four quarterly meetings during the financial year ended June 30, 2018
HR and Remuneration Committee	One meetings during the financial year ended June 30, 2018
- 15 The board has set up an effective internal audit function managed by a qualified and experience professional for the purpose 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 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 Company Act 2017, 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.


Director
Dated 19th September, 2018


Chief Executive Officer