**STATUS OF COMPLIANCE REPORT ON CORPORATE GOVERNANCE of**

**GARDENIA WEARS LTD.**

Status of Compliance with the conditions imposed by the Commission`s Notification No. BSEC/CMRRCD/2006-158/207/Admin/80 dated 3 June, 2018 issued under section 2CC of the Securities and Exchange Ordinance, 1969:

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| --- | --- | --- | --- |
| **Condition****No.** | **Title** | **Compliance Status****(Put √ in the****appropriate column)** | **Remarks****(if any)** |
| **Complied** | **Not complied** |
| **1.00** | **Board of Directors** |
| 1.1 | **Size of the Board of Directors:**The total number of members of a company’s Board of Directors (hereinafter referred to as “Board”) shall not be less than 5 (five) and more than 20 (twenty) | **√** |  |  |
| **1.2** | **Independent Director** |
| 1.2(a) | At least one-fifth (1/5) of the total number of directors in the company’s Board shall be independent directors | **√** |  | Including three independent directors total number of directors in the board are 12 (twelve) |
| 1.2(b)(i) | Does not hold any share in the company or holds less than one percent (1%) shares of the total paid-up shares of the company | **√** |  |  |
| 1.2(b)(ii) | Do not a sponsor of the company or is not connected with the company’s any sponsor or director or nominated director or shareholder of the company or any of its associates, sister concerns, subsidiaries and parents or holding entities who holds one percent (1%) or more shares of the total paid-up shares of the company on the basis of family relationship and his or her family members also shall not hold above mentioned shares in the company | **√** |  |  |
| 1.2(b)(iii) | Do not been an executive of the company in immediately preceding 2 (two) financial years | **√** |  |  |
| 1.2(b)(iv) | Does not have any other relationship, whether pecuniary or otherwise, with the company or its subsidiary or associated companies | **√** |  |  |
| 1.2(b)(v) | Do not a member or TREC (Trading Right Entitlement Certificate) holder, director or officer of any stock exchange | **√** |  |  |
| 1.2(b)(vi) | Do not a shareholder, director excepting independent director or officer of any member or TREC holder of stock exchange or an intermediary of the capital market | **√** |  |  |
| 1.2(b)(vii) | Do not a partner or an executive or was not a partner or an executive during the preceding 3 (three) years of he concerned company’s statutory audit firm or audit firm engaged in internal audit services or audit firm conducting special audit or professional certifying compliance of this Code | **√** |  |  |
| 1.2(b)(viii) | Do not independent director in more than 5 (five) listed companies | **√** |  |  |
| 1.2(b)(ix) | Do not been convicted by a court of competent jurisdiction as a defaulter in payment of any loan or any advance to a bank or a Non-Bank Financial Institution NBFI) | **√** |  |  |
| 1.2(b)(x) | Do not been convicted for a criminal offence involving moral turpitude; | **√** |  |  |
| 1.2(c) | Do the independent director(s) is appointed by the Board and approved by the shareholders in the Annual General Meeting (AGM) | **√** |  | All the Independent directors are appointed by board of director and also approved on AGM dated 05/12/2018 |
| 1.2(d) | Is the post of independent director(s) remain vacant for more than 90 (ninety) days | **√** |  |  |
| 1.2(e) | Does the tenure of an independent director within a period of 3 (three) years, which may be extended for 1 (one) tenure only.  | **√** |  |  |
| **1.3** | **Qualification of Independent Director (ID)** |
| 1.3(a) | Does the independent director a knowledgeable individual with integrity who is able to ensure compliance with financial laws, regulatory requirements and corporate laws and can make meaningful contribution to the business | **√** |  |  |
| **1.3(b)** | **Independent director shall have following qualifications:** |
| 1.3(b)(i) | Does the independent director a business Leader who is or was a promoter or director of an unlisted company having minimum paid-up capital of Tk. 100.00 million or any listed company or a member of any national or international chamber of commerce or business association | - |  | N/A |
| 1.3(b)(ii) | Does the independent director a corporate leader who is or was a top level executive notlower than Chief Executive Officer or Managing Director or Deputy Managing Director or Chief Financial Officer or Head of Finance or Accounts or Company Secretary or Head of Internal Audit and Compliance or Head of Legal Service or a candidate with equivalent position of an unlisted company having minimum paid-up capital of Tk. 100.00 million or of a listed company | **√** |  |  |
| 1.3(b)(iii) | Does the independent director a former official of government or statutory or autonomous or regulatory body in the position not below 5th Grade of the national pay scale, who has at least educational background of bachelor degree in economics or commerce or business or Law | - |  | N/A |
| 1.3(b)(iv) | Does the independent director a university teacher who has educational background in Economics or Commerce or Business Studies or Law | **√** |  |  |
| 1.3(b)(v) | Does the independent director a professional who is or was an advocate practicing at least in the High Court Division of Bangladesh Supreme Court or a Chartered Accountant or Cost and Management Accountant or Chartered Financial Analyst or Chartered Certified Accountant or Certified Public Accountant or Chartered Management Accountant or Chartered Secretary or equivalent qualification | **-** |  | N/A |
| 1.3(c) | Does the independent director have at least 10 (ten) years of experiences in any field mentioned in clause (b) | **√** |  |  |
| 1.3(d) | In special cases, does the company relaxed above qualifications or experiences which may be relaxed subject to prior approval of the Commission | **-** |  | N/A |
| **1.4** | **Duality of Chairperson of the Board of Directors and Managing Director or Chief Executive Officer** |
| 1.4 (a) | Do the positions of the Chairperson of the Board and the Managing Director (MD) and/or Chief Executive Officer (CEO) of the company filled by different individuals | **√** |  |  |
| 1.4 (b) | Do the Managing Director (MD) and/or Chief Executive Officer (CEO) of a listed company hold the same position in another listed company | **√** |  |  |
| 1.4 (c) | Does the Chairperson of the Board elected from among the non-executive directors of the company | **√** |  |  |
| 1.4 (d) | Do the Board clearly define respective roles andresponsibilities of the Chairperson and the Managing Director and/or Chief Executive Officer | **√** |  |  |
| 1.4 (e) | In the absence of the Chairperson, does the Board will elect from the remaining members and nonexecutive directors as Chairperson for that particular Board’s meeting;  | **√** |  |  |
| **1.5** | **Directors report to shareholders** |
| 1.5(i) | Industry outlook and possible future developments in the industry | **√** |  |  |
| 1.5(ii) | Segment-wise or product-wise performance | **-** |  | N/A |
| 1.5(iii) | Risks and concerns including internal and external risk factors, threat to sustainability and negative impact on environment, if any | **√** |  |  |
| 1.5(iv) | Discussion on cost of goods sold, gross profit margin and net profit margin | - |  | N/A |
| 1.5(v) | Discussion on continuity of any Extra-Ordinary gain or loss | **√** |  |  |
| 1.5(vi) | A detailed discussion on related party transactions along with a statement showing amount, nature of related party, nature of transactions and basis of transactions of all related party transactions; | **√** |  |  |
| 1.5(vii) | Utilization of proceeds from public issues, right issues and/ or through any others instruments  | **-** |  | N/A |
| 1.5(viii) | An explanation if the ﬁnancial results deteriorate after the company goes for IPO, RPO, Rights Offer, Direct Listing etc.  | - |  | N/A |
| 1.5(ix) | If signiﬁcant variance occurs between Quarterly Financial performance and Annual Financial Statements the management shall explain about the variance on their Annual Report  | **-** |  | N/A |
| 1.5(x) | Remuneration to directors including independent directors  | **√** |  |  |
| 1.5(xi) | The ﬁnancial statements prepared by the management of the issuer company present fairly its state of affairs, the results of its operation, cash ﬂows and changes in equity  | **√** |  |  |
| 1.5(xii) | Proper books of account of the issuer company have been maintained  | **√** |  |  |
| 1.5(xiii) | Appropriate accounting policies have been consistently applied in preparation of the ﬁnancial statements and that the accounting estimates are based on reasonable and prudent judgment  | **√** |  |  |
| 1.5(xiv) | International Accounting Standards (IAS)or International Financial Reporting Standards (IFRS), as applicable in Bangladesh, have been followed in preparation of the financial statements and any departure there from has been adequately disclosed | **√** |  |  |
| 1.5(xv) | The system of internal control is sound in design and has been effectively implemented and monitored  | **√** |  |  |
| 1.5(xvi) | Minority shareholders have been protectedfrom abusive actions by, or in the interest of, controlling shareholders acting either directly or indirectly and have effective means of redress | **√** |  |  |
| 1.5(xvii) | There is no significant doubt upon theissuer company’s ability to continue as a going concern, if the issuer company is not considered to be a going concern, the fact along with reasons there of shall be disclosed | **√** |  |  |
| 1.5(xviii) | Significant deviations from the last year’s operating results of the issuer company shall be highlighted and the reasons thereof shall be explained | **-** |  | N/A |
| 1.5(xix) | Key operating and financial data of at least preceding 5 (five) years shall be summarized | **√** |  |  |
| 1.5(xx) | If the issuer company has not declared dividend (cash or stock) for the year | **√** |  |  |
| 1.5(xxi) | Board’s statement to the effect that no bonus share or stock dividend has been or shall be declared as interim dividend | **√** |  |  |
| 1.5(xxii) | The total number of Board meetings held during the year and attendance by each director | **√** |  |  |
| **1.5 (xxiii)** | **The Board of the company shall include the following additional statements or disclosures in the Directors’ Report prepared under section 184 of the Companies Act, 1994 (Act No. XVIII of 1994):** |
| 1.5(xxiii)(a) | Parent or Subsidiary or Associated Companies andother related parties (name-wise details) | **√** |  |  |
| 1.5(xxiii)(b) | Directors, Chief Executive Officer, CompanySecretary, Chief Financial Officer, Head of Internal Audit and Compliance and their spouses and minor children (name-wise details) | **√** |  |  |
| 1.5(xxiii)(c) | Executives (top five salaried employees) | **√** |  |  |
| 1.5(xxiii)(d) | Shareholders holding ten percent (10%) or more voting interest in the company (name-wise details) | **√** |  |  |
| **1.5(xxiv)** | **In case of the appointment or reappointment of a director, a disclosure on the following information to the shareholders: a brief resume of the director** |
| 1.5(xxiv)(a) | A brief resume of the director | **√** |  |  |
| 1.5(xxiv)(b) | Nature of his or her expertise in specific functional areas | **√** |  |  |
| 1.5(xxiv)(c) | Names of companies in which the person also holds the directorship and the membership of committees of the Board | **√** |  |  |
| **1.5(xxv)** | **A Management’s Discussion and Analysis signed by CEO or MD presenting detailed analysis of the company’s position and operations along with a brief discussion of changes in the financial statements, among others, focusing on** |
| 1.5(xxv)(a) | Accounting policies and estimation for preparation of financial statements | **√** |  |  |
| 1.5(xxv)(b) | Changes in accounting policies and estimation, if any, clearly describing the effect on financial performance or results and financial position as well as cash flows in absolute figure for such changes | **√** |  |  |
| 1.5(xxv)(c) | Comparative analysis (including effects of inflation) of financial performance or results and financial position as well as cash flows for current financial year with immediate preceding five years explaining reasons thereof | **√** |  |  |
| 1.5(xxv)(d) | Compare such financial performance or results and financial position as well as cash flows with the peer industry scenario | **√** |  |  |
| 1.5(xxv)(e) | Briefly explain the financial and economic scenario of the country and the globe; | **√** |  |  |
| 1.5(xxv)(f) | Risks and concerns issues related to the financial statements, explaining such risk and concerns mitigation plan of the company | **√** |  |  |
| 1.5(xxv)(g) | Does future plan or projection or forecast for company’s operation, performance and financial position, with justification thereof, i.e., actual position explained to the shareholders in the next AGM | **√** |  |  |
| 1.5(xxvi) | Does declaration or certification by the CEO and the CFO to the Board as required under condition No. 3(3) disclosed as per **Annexure-A** | **√** |  |  |
| 1.5(xxvii) | Does the report as well as certificate regarding compliance of conditions of this Code as required under condition No. 9 disclosed as per **Annexure-B** and **Annexure-C** | **√** |  |  |
| **1.6** | **Meetings of the Board of Directors** |
| 1.6 | Does the company conduct its Board meetings and record the minutes of the meetings as well as keep required books and records in line with the provisions of the relevant Bangladesh Secretarial Standards (BSS) as adopted by the Institute of Chartered Secretaries of Bangladesh (ICSB) in so far as those standards are notinconsistent with any condition of this Code. | **√** |  |  |
| **1.7**  | **Code of Conduct for the Chairperson, other Board members and Chief Executive Officer** |
| 1.7 (a) | Does the Board lay down a code of conduct, based on the recommendation of the Nomination and remuneration Committee (NRC) at condition No. 6, for the chairperson of the Board, other board members and Chief Executive Officer of the company; | **√** |  |  |
| 1.7 (b) | Does the code of conduct as determined by the NRC posted on the website of the company including, among others, prudent conduct and behavior; confidentiality; conflict of interest; compliance with laws, rules and regulations; prohibition of insider trading; relationship with environment, employees, customers and suppliers; and independency | **√** |  |  |
| **2.00** | **Governance of Board of Directors of Subsidiary Company** |
| 2 (a) | Do provisions relating to the composition of the Board of the holding company applicable to the composition of the Board of the subsidiary company | - |  | N/A |
| 2 (b) | Does at least 1 (one) independent director on the Board of the holding company on the Board of the subsidiary company | - |  | N/A |
| 2 (c) | Does the minutes of the Board meeting of the subsidiary company placed for review at the following Board meeting of the holding company | - |  | N/A |
| 2 (d) | Does the minutes of the respective Board meeting of the holding company state that they have reviewed the affairs of the subsidiary company | - |  | N/A |
| 2 (e) | Does the Audit Committee of the holding company review the financial statements, in particular the investments made by the subsidiary company | - |  | N/A |
| **3.00** | **Managing Director (MD) or Chief Executive Officer (CEO), Chief Financial Officer (CFO), Head of Internal Audit and Compliance (HIAC) and Company Secretary (CS)** |
| **3.1** | **Appointment** |
| 3 (a) | Does the Board appoint a Managing Director (MD) or Chief Executive Officer (CEO), a Company Secretary (CS), a Chief Financial Officer (CFO) and a Head of Internal Audit and Compliance (HIAC); | **√** |  |  |
| 3 (b) | Does the positions of the Managing Director (MD) or Chief Executive Officer (CEO), Company Secretary (CS), Chief Financial Officer (CFO) and Head of Internal Audit and Compliance (HIAC) filled by different individuals | **√** |  |  |
| 3 (c) | Does the MD or CEO, CS, CFO and HIAC of a listed company hold any executive position in any other company at the same time | **√** |  |  |
| 3 (d) | Does the Board clearly define respective roles, responsibilities and duties of the CFO, the HIAC and the CS | **√** |  |  |
| 3 (e) | Does the MD or CEO, CS, CFO and HIAC removed from their position without approval of the Board as well as immediate dissemination to the Commission and stock exchange(s) | **√** |  |  |
| **3.2** | **Requirement to attend Board of Directors’ Meetings** |
| 3.2 | Do the MD or CEO, CS, CFO and HIAC of the company attend the meetings of the Board: | **√** |  |  |
| **3.3** | **Duties of Managing Director (MD) or Chief Executive Officer (CEO) and Chief Financial Officer (CFO)** |
| 3.3(a)(i) | These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading | **√** |  |  |
| 3.3(a)(ii) | These statements together present a true and fair view of the company’s affairs and are in compliance with existing accounting standards and applicable laws; | **√** |  |  |
| 3.3(b) | Do the MD or CEO and CFO certify that there are, to the best of knowledge and belief, no transactions entered into by the company during the year which are fraudulent, illegal or in violation of the code of conduct for the company’s Board or its members | **√** |  |  |
| 3.3(c) | Do the certification of the MD or CEO and CFO disclosed in the Annual Report. | **√** |  |  |
| **4** | **Board of Directors’ Committee: For ensuring good governance in the company, the Board shall have at least following sub-committees:** |
| 4 (i) | Is the company have Audit Committee | **√** |  |  |
| 4 (ii) | Is the company have Nomination and Remuneration Committee. | **√** |  |  |
| **5** | **Audit Committee** |
| **5.1** | **Responsibility to the Board of Directors** |
| 5.1 (a) | The company have an Audit Committee as a subcommittee of the Board | **√** |  |  |
| 5.1 (b) | The Audit Committee assist the Board in ensuring that the financial statements reflect true and fair view of the state of affairs of the company and in ensuring a good monitoring system within the business | **√** |  |  |
| 5.1 (c) | Does the Audit Committee is responsible to the Board; the duties of the Audit Committee clearly set forth in writing | **√** |  |  |
| **5.2** | **Constitution of the Audit Committee** |
| 5.2 (a) | Does the Audit Committee composed of at least 3 (three) members; | **√** |  |  |
| 5.2 (b) | Does the Board appoint members of the Audit committee who shall be non-executive directors of the company excepting Chairperson of the Board and include at least1 (one) independent director; | **√** |  |  |
| 5.2 (c) | Do members of the audit committee “financially literate” and at least 1 (one) member shall have accounting or related financial management background and 10 (ten) years of such experience; | **√** |  |  |
| 5.2 (d) | When the term of service of any Committee member expires or there is any circumstance causing any Committee member to be unable to hold office before expiration of the term of service, thus making the number of the Committee members to be lower than the prescribed number of 3 (three) persons, the Board shall appoint the new Committee member to fill up the vacancy immediately or not later than 1 (one) month from the date of vacancy in the Committee to ensure continuity of the performance of work of the Audit Committee | **-** |  | N/A |
| 5.2 (e) | Does the company secretary act as the secretary of the Committee | **√** |  |  |
| 5.2 (f) | Does the quorum of the Audit Committee meeting constitute with at least 1 (one) independent director. | **√** |  |  |
| **5.3** | **Chairperson of the Audit Committee** |
| 5.3 (a) | The Board shall select 1 (one) member of the Audit Committee to be Chairperson of the Audit Committee, who shall be an independent director; | **√** |  |  |
| 5.3 (b) | In the absence of the Chairperson of the Audit Committee, the remaining members may elect one of themselves as Chairperson for that particular meeting, in that case there shall be no problem of constituting a quorum as required under condition No. 5(4) (b). Does the reason of absence of the regular Chairperson duly recorded in the minutes. | **√** |  |  |
| 5.3 (c) | Chairperson of the Audit Committee shall remain present in the Annual General Meeting (AGM):Provided that in absence of Chairperson of the Audit Committee, any other member from the Audit Committee shall be selected to be present in the annual general meeting (AGM) and reason for absence of the Chairperson of the Audit Committee shall be recorded in the minutes of the AGM. | **√** |  |  |
| **5.4** | **Meeting of the Audit Committee** |
| 5.4 (a) | The Audit Committee shall conduct at least its four meetings in a financial year.  | **√** |  |  |
| 5.4 (b) | The quorum of the meeting of the Audit Committee shall be constituted in presence of either two members or two-third of the members of the Audit Committee, whichever is higher, where presence of an independent director is a must. | **√** |  |  |
| **5.5** | **Role of Audit Committee** |
| 5.5 (a) | Oversee the financial reporting process; | **√** |  |  |
| 5.5 (b) | Monitor choice of accounting policies and principles | **√** |  |  |
| 5.5 (c) | Monitor Internal Audit and Compliance process to ensure that it is adequately resourced, including approval of the Internal Audit and Compliance Plan and review of the Internal Audit and Compliance Report | **√** |  |  |
| 5.5 (d) | Oversee hiring and performance of external auditors; | **√** |  |  |
| 5.5 (e) | Hold meeting with the external or statutory auditors for review of the annual financial statements before submission to the Board for approval or adoption | **√** |  |  |
| 5.5 (f) | Review along with the management, the annual financial statements before submission to the Board for approval | **√** |  |  |
| 5.5 (g) | Review along with the management, the quarterly and half yearly financial statements before submission to the Board for approval | **√** |  |  |
| 5.5 (h) | Review the adequacy of internal audit function | **√** |  |  |
| 5.5 (i) | Review the Management’s Discussion and Analysis before disclosing in the Annual Report | **√** |  |  |
| 5.5 (j) | Review statement of all related party transactions submitted by the management | **√** |  |  |
| 5.5 (k) | Review Management Letters or Letter of Internal Control weakness issued by statutory auditors; | **√** |  |  |
| 5.5 (l) | Oversee the determination of audit fees based on scope and magnitude, level of expertise deployed and time required for effective audit and evaluate the performance of external auditors | **√** |  |  |
| 5.5 (m) | Oversee whether the proceeds raised through Initial Public Offering (IPO) or Repeat Public Offering (RPO) or Rights Share Offer have been utilized as per the purposes stated in relevant offer document or prospectus approved by the Commission | **√** |  |  |
| **5.6** | **Reporting of the Audit Committee** |
| 5.6 (a)(i) | The Audit Committee shall report on its activities to the Board. | N/A |  |  |
| 5.6 (a)(i)(a) | The Audit Committee shall immediately report to the Board on the following findings report on conflicts of interests | N/A |  |  |
| 5.6 (a)(i)(b) | Suspected or presumed fraud or irregularity ormaterial defect identified in the internal audit andcompliance process or in the financial statements; | N/A |  |  |
| 5.6 (a)(i)(c) | Suspected infringement of laws, regulatorycompliances including securities related laws, rulesand regulations | N/A |  |  |
| 5.6 (a)(i)(d) | Any other matter which the Audit Committeedeems necessary shall be disclosed to the Boardimmediately | N/A |  |  |
| 5.6 (b) | If the Audit Committee has reported to the Board about anything which has material impact on the financial condition and results of operation and has discussed with the Board and the management that any rectification is necessary and if the Audit Committee finds that such rectification has been unreasonably ignored, the Audit Committee shall report such finding to the Commission, upon reporting of such matters to the Board for three times or completion of a period of 6 (six) months from the date of first reporting to the Board, whichever is earlier | N/A |  |  |
| 5.7 | Report on activities carried out by the Audit Committee, including any report made to the Board under condition No. 5(6)(a)(ii) above during the year, shall be signed by the Chairperson of the Audit Committee and disclosed in the annual report of the issuer company | N/A |  |  |
| **6** | **Nomination and Remuneration Committee (NRC)** |
| 6.1 (a) | Does the company have a Nomination and Remuneration Committee (NRC) as a sub-committee of the Board | **√** |  |  |
| 6.1 (b) | The NRC shall assist the Board in formulation of the nomination criteria or policy for determining qualifications, positive attributes, experiences and independence of directors and top level executive as well as a policy for formal process of considering remuneration of directors, top level executive; | **√** |  |  |
| 6.1 (c) | Does the Terms of Reference (ToR) of the NRC clearly set forth in writing covering the areas stated at the condition No.6(5)(b). | **√** |  |  |
| **6.2** | **Constitution of the NRC** |
| 6.2 (a) | Does the Committee comprise of at least three members including an independent director; | **√** |  |  |
| 6.2 (b) | All members of the Committee shall be non-executive directors; | **√** |  |  |
| 6.2 (c) | Do members of the Committee nominated and appointed by the Board; | **√** |  |  |
| 6.2 (d) | Does the Board have authority to remove and appoint any member of the Committee; | **√** |  |  |
| 6.2 (e) | In case of death, resignation, disqualification, or removal of any member of the Committee or in any other cases of vacancies, the board shall fill the vacancy within 180 (one hundred eighty) days of occurring such vacancy in the Committee; | **√** |  |  |
| 6.2 (f) | The Chairperson of the Committee may appoint or co-opt any external expert and/or member(s) of staff to the Committee as advisor who shall be non-voting member, if the Chairperson feels that advice or suggestion from such external expert and/or member(s) of staff shall be required or valuable for the Committee; | **√** |  |  |
| 6.2 (g) | The company secretary shall act as the secretary of the Committee; | **√** |  |  |
| 6.2 (h) | The quorum of the NRC meeting shall not constitute without attendance of at least an independent director; | **√** |  |  |
| 6.2 (i) | No member of the NRC shall receive, either directly or indirectly, any remuneration for any advisory or consultancy role or otherwise, other than Director’s fees or honorarium from the company; | **√** |  |  |
| **6.3** | **Chairperson of the NRC** |
| 6.3 (a) | Does the Board select 1 (one) member of the NRC to be Chairperson of the Committee | **√** |  |  |
| 6.3 (b) | In the absence of the Chairperson of the NRC, the remaining members may elect one of themselves as Chairperson for that particular meeting, the reason of absence of the regular Chairperson shall be duly recorded in the minutes; | **√** |  |  |
| 6.3 (c) | The Chairperson of the NRC shall attend the annual general meeting (AGM) to answer the queries of the shareholders: | **√** |  |  |
| **6.4** | **Meeting of the NRC** |
| 6.4 (a) | The NRC shall conduct at least one meeting in a financial year; | **√** |  |  |
| 6.4 (b) | Does the Chairperson of the NRC may convene any emergency meeting upon request by any member of the NRC; | **√** |  |  |
| 6.4 (c) | Does the quorum of the meeting of the NRC constituted in presence of either two members or two third of the members of the Committee, whichever is higher, where presence of an independent director is must as required under condition No. 6(2)(h); | **√** |  |  |
| 6.4 (d) | Do the proceedings of each meeting of the NRC shall duly be recorded in the minutes and such minutes confirmed in the next meeting of the NRC. | **√** |  |  |
| **6.5** | **Role of the NRC** |
| 6.5(a) | Does NRC independent and responsible or accountable to the Board and to the shareholders; | **√** |  |  |
| **6.5 (b)** | **NRC shall oversee, among others, the following matters and make report with recommendation to the Board:** |
| **6.5(b)(i)** | **formulating the criteria for determining qualifications, positive attributes and independence of a director and recommend a policy to the Board, relating to the remuneration of the directors, top level executive, considering the following:** |
| 6.5(b)(i)(a) | Formulating the criteria for determining qualifications, positive attributes and independence of a director and recommend a policy to the Board, relating to the remuneration of the directors, top level executive, considering the following | **√** |  |  |
| 6.5(b)(i)(b) | The relationship of remuneration to performance isclear and meets appropriate performance benchmarks | **√** |  |  |
| 6.5(b)(i)(c) | Remuneration to directors, top level executiveinvolves a balance between fixed and incentivepay reflecting short and long-term performanceobjectives appropriate to the working of thecompany and its goals | **√** |  |  |
| 6.5(b)(ii) | Devising a policy on Board’s diversity taking intoconsideration age, gender, experience, ethnicity,educational background and nationality | **√** |  |  |
| 6.5(b)(iii) | Identifying persons who are qualified to becomedirectors and who may be appointed in top levelexecutive position in accordance with the criteria laid down, and recommend their appointment and removal to the Board | **√** |  |  |
| 6.5(b)(iv) | Formulating the criteria for evaluation of performance of independent directors and the Board | **√** |  |  |
| 6.5(b)(v) | Identifying the company’s needs for employees atdifferent levels and determine their selection, transferor replacement and promotion criteria | **√** |  |  |
| 6.5(b)(vi) | Developing, recommending and reviewing annually the company’s human resources and training policies; | **√** |  |  |
| 6.5(c) | The company shall disclose the nomination and remuneration policy and the evaluation criteria and activities of NRC during the year at a glance in its annual report. | **√** |  |  |
| **7.**  | **External or Statutory Auditors** |
| **7.1** | **The issuer company shall not engage its external or statutory auditors to perform the following services of the company, namely:-** |
| 7.1 (i) | Appraisal or valuation services or fairness opinions; | **√** |  |  |
| 7.1 (ii) | Financial information systems design and implementation; | **√** |  |  |
| 7.1 (iii) | Book-keeping or other services related to the accounting records or financial statements; | **√** |  |  |
| 7.1 (iv) | Broker-dealer services; | **√** |  |  |
| 7.1 (v) | Actuarial services; | **√** |  |  |
| 7.1 (vi) | Internal audit services or special audit services; | **√** |  |  |
| 7.1 (vii) | Any service that the Audit Committee determines; | **√** |  |  |
| 7.1 (viii) | Audit or certification services on compliance of corporate governance as required under condition No. 9(1) | **√** |  |  |
| 7.1 (ix) | Any other service that creates conflict of interest. | **√** |  |  |
| 7.2 | No partner or employees of the external audit firms shall possess any share of the company they audit at least during the tenure of their audit assignment of that company; his or her family members also shall not hold any shares in the said company: | **√** |  |  |
| 7.3 | Representative of external or statutory auditors shall remain present in the Shareholders’ Meeting (Annual General Meeting or Extraordinary General Meeting) to answer the queries of the shareholders. | **√** |  |  |
| **8** | **Maintaining a website by the Company.** |
| 8.1 | Does the company have an official website linked with the website of the stock exchange | **√** |  |  |
| 8.2 | Does the company keep the website functional from the date of listing | **√** |  |  |
| 8.3 | The company shall make available the detailed disclosures on its website as required under the listing regulations of the concerned stock exchange(s). | **√** |  |  |
| **9** | **Reporting and Compliance of Corporate Governance.** |
| 9.1 | The company shall obtain a certificate from a practicing Professional Accountant or Secretary (Chartered Accountant or Cost and Management Accountant or Chartered Secretary) other than its statutory auditors or audit firm on yearly basis regarding compliance of conditions of Corporate Governance Code of the Commission and shall such certificate shall be disclosed in the Annual Report. | **√** |  |  |
| 9.2 | The professional who will provide the certificate oncompliance of this Corporate Governance Code shall be appointed by the shareholders in the annual general meeting | **√** |  |  |
| 9.3 | Does the directors of the company state, in accordance with the **Annexure-C** attached, in the directors’ report whether the company has complied with these conditions or not. | **√** |  |  |

Sd/-

**Shahnul Hasan Khan**

Managing Director

Gardenia Wears Ltd.