BARKAT FRISIAN AGRO LIMITED

Formerly BARKAT FRISIAN PASTEURIZED EGG COMPANY (PVT.) LIMITED

BARKAT FRISIAN AGRO LIMITED
TERMS OF REFERENCE
HUMAN RESOURCE & REMUNERATION COMMITTEE (HRRC)

The Human Resource & Remuneration Committee (the "Committee") shall assist the Board of Directors in fulfilling its responsibilities relating to human resource management, remuneration, succession planning, leadership development and performance evaluation of senior management of the Company.

The terms of reference of this Committee include the following:

- Recommend to the Board, for consideration and approval, a policy framework for determining the remuneration of executive directors, non-executive directors and senior management.
- Undertake annually a formal process of performance evaluation of the Board and its Committees, either directly or through an external independent consultant.
- Recommend to the Board the Company's human resource management framework, including recruitment, training, performance management and succession planning.
- Review the organizational structure of the Company and recommend any significant changes to the Board.
- Review and recommend to the Board the selection, evaluation, development and compensation (including retirement benefits) of the Chief Executive Officer, Chief Financial Officer, Company Secretary and Head of Internal Audit.
- Review succession plans for senior management and monitor the development of potential successors for key management positions.
- Review these Terms of Reference from time to time and any proposed amendments shall be submitted to the Board of Directors for approval.

COMPOSITION, OPERATIONS AND ORGANIZATION

- The Committee shall comprise at least three (3) directors, the majority of whom shall be non-executive directors, including at least one independent director. The Committee shall be chaired by an independent director. The Chief Executive Officer may be included as a member of the Committee.
- The quorum for a meeting of the Committee shall be two (2) members.
- The Committee shall meet at least once in every financial year. Additional meetings may be convened as and when required by the Board, the Committee or the Chief Executive Officer.
- The Company Secretary or their nominee shall serve as the Secretary of the Committee. The Board of Directors may, where considered appropriate, appoint the Head of Human Resources or any other person to act as the Secretary of the Committee.
- Notice of each meeting shall be given in writing at least seven (7) days prior to the meeting, unless otherwise agreed by the Committee.
- The Head of Human Resources and such other officers, advisers or consultants as the Committee may consider appropriate may be invited to attend meetings of the Committee.

Barkat Frisian Agro Limited

Terms of Reference for Audit committee

Registered Address: Office No. 601, 6th Floor, Balad Trade Center-III (BTC-3), Plot No. D-75, Block 7 - Zone C, Khayaban-e-Jami, Clifton, Karachi, Pakistan

Factory Address: WL 36-37, Bin Qasim Industrial Park, Pakistan Steel, Karachi, Pakistan

contact@barkatfrisian.com, www.barkatfrisian.com

P: +92.21. 33480833, 32574668

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Preamble

The Terms of Reference (TORs) of Audit Committee were developed and approved by Board of Directors on 31 December 2024

Audit committee was Constituted in Meeting of Board of Directors held on 31st December 2024.

The draft of "Terms of References of Audit committee of the BFAGRO Board" is placed before the Board in their meeting (held on 31st December 2024) for their approval.

Constitution

The Audit Committee (hereafter referred to as "the committee") was established by the Board of Directors (hereafter referred to as "the Board") of Barkat Frisian Agro Limited (BFAGRO) as its meeting of the Board held at the registered office, Karachi, on 31st December 2024.

Accountability and Independence

In this section, we discuss the principles of accountability and independence governing the Audit Committee.

Independence:

The Audit committee's primary responsibility is to ensure that the Company conducts its business transparently and without conflicts of interest. To do so effectively, Audit committee itself must be independent of management, external auditors, and vendors. This independence relates to three key aspects:

- **Independence of External Auditors:** The external auditors must form their opinions on the financial statements solely based on their professional judgment, free from any undue influence from the management.

- **Independence of Internal Auditors:** The internal auditors should be independent from the management, allowing them to report issues and findings openly to the Audit committee without fear of bias or interference.

- **Independence from Vendors:** Board members and management must maintain independence from vendors. This means that any financial interests or personal relationships that overlap with vendors must be fully disclosed. In cases of such conflicts, affected individuals should abstain from discussions and voting on related matters. The board should establish a plan to monitor these conflicted relationships to prevent bias in business decision-making.

Purpose:

The purpose of the Audit committee is to:

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- Assist the Board in overseeing the integrity of BFAGRO financial reporting, including supporting the Board in fulfilling its responsibilities regarding financial statements, financial reporting systems, and internal controls;
- Monitor, on behalf of the Board, the effectiveness and objectivity of internal and external auditors;
- Assess, on behalf of the Board, the effectiveness of the organization key controls framework across the following areas:
  - Conflicts, ethics and independence;
  - Financial and financial crime prevention;
  - Operational risk;
  - Governance Structure;
  - Internal Control Framework;
  - Regulatory Framework Compliance.

Authority:

The Audit committee is delegated authority from the Board in accordance with the functions and powers outlined in these Terms of Reference:

- ➢ Oversight of specified strategic, cultural, or transformational projects led by the Executive, as delegated by the Board;
- ➢ Authority to investigate any matter within its Terms of Reference and to obtain necessary information from any Executive, officer, or employee;
- ➢ Conduct visits to inspect the ongoing activities of the internal audit department or verify audit observations;
- ➢ Obtain necessary resources to discharge its duties, including engaging independent advisors, legal counsel, auditors, or other experts at the organization's expense;
- ➢ Review and approve the budget of staff under Audit committee's supervision and ensure that sufficient funds are allocated for trainings and exposure visits to enable continuous professional development of the staff; and
- ➢ Specially invite any official or director of BFAGRO for assistance in performing its functions; and
- ➢ Approving the hiring of internal audit staff and the Chief Internal Auditor (CIA), ensuring transparency, addressing conflicts of interest, and promoting diversity and inclusion within the internal audit function.

Constitution:

- ➢ The Audit committee shall be constituted by the board of directors.
- ➢ Any subsequent changes to the Audit committee, (e.g. due to casual vacancy etc.) shall also be approved by the board.
- ➢ The following requirements / criteria shall be complied with while constituting the Audit committee:
  - The Audit committee shall consist of a minimum of three board members, including non-executive directors, with at least one independent director.
  - The Chairman of the Audit committee must be an independent director and cannot simultaneously hold the position of Chairman of the Board.

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- The Audit committee must include at least one member who is "financially literate" and possess expertise.

- M embers of the Audit committee may be removed by the Board at any time before the end of their term.
- Additional members of the Audit committee shall be appointed by the Board based on the recommendation of the Senior Elected Board Member.
- Members can be co-opted onto the Audit committee, as determined by the Audit committee Chair, when necessary to fulfill the committee's duties and obligations. These appointments shall be made by the Board upon the recommendation of the Chair of the Audit committee.
- Unless otherwise determined by the Board, the duration of appointments for elected and nominated members of the Audit committee, as well as co-opted members, shall be for up to three years, with the possibility of reappointment by the Board for the next term.

Administration:

- The Board Secretary or their nominee shall serve as the Secretary to the Audit committee and attend all meetings.
- The Secretary shall document the proceedings and decisions of Audit committee meetings, and the minutes shall be distributed to all members and relevant attendees, taking into consideration any conflicts of interest that may exist.
- The Secretary shall assist the Chairperson of the Audit committee in planning and drafting the committee's activities for the financial year.
- The Secretary is responsible for ensuring that the Audit committee's recommendations presented to the Board are accompanied by explanatory papers, including the committee's report or minutes that explain the rationale behind the committee's recommendations.
- Only members of the Audit committee shall have the right to attend committee meetings. However, other individuals may be invited to attend all or part of any meeting as deemed appropriate.
- In the absence of the Chairman of the Audit committee at any meeting due to any reason, the selection of the Chairman shall follow the procedure outlined below:

    - If other members of the Audit committee also include an independent director, then the other independent director shall act as the Chairman for that particular Audit committee meeting.
    - If both of the other Audit committee members are either independent directors or non-executive directors, then the most senior member on the board shall serve as the Chairman for that Audit committee meeting.

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Proceedings of meetings:

Notice & Agenda:

- Secretary shall prepare the meeting agenda in consultation with the Chairperson of the Audit committee.
- Unless otherwise agreed, a notice of each meeting confirming the venue, time, and date, along with the agenda of items to be discussed, shall be sent to each member of the Audit committee at least seven (7) working days before the Audit committee meeting.
- All communications related to Audit committee meetings, activities, and follow-ups shall be conducted through email and courier.

Frequency of Meetings:

- Audit committee meetings shall be held at least once a quarter or more frequently as circumstances may require. These meeting shall be held prior to the approval of interim result of the Company by its Board and after completion of external audit.
- The Chair of the Audit committee may convene meetings at any time to discuss matters within the scope of these Terms of Reference

Quorum:

- A quorum for the Audit committee shall consist of any 66.67% of its members
- A properly convened meeting of the Audit committee with a quorum present shall have the authority to exercise all or any of the powers, authorities, and discretions vested in or exercisable by the Audit committee.
- In the event of difficulty in forming a quorum, elected or nominated Board members who are not part of the Audit committee may be temporarily added as members for individual meetings.

Attendance at the meetings

- The head of internal audit and external auditors, represented by the engagement partner or, in their absence, any other partner designated by the audit firm, shall attend meetings of the Audit committee when issues related to accounts and audit are discussed.
- The Chief Executive Officer and Chief Financial Officer shall not attend any Audit committee meeting except by invitation only.
- At least once a year, the Audit committee shall meet with the external auditors without the Chief Financial Officer and the head of internal audit being present.
- At least once a year, the Audit committee shall meet with the Head of Internal Audit and other members of the internal audit function without the Chief Financial Officer.
- The Committee meetings shall typically be conducted face-to-face to facilitate effective discussion. However, if a Committee member cannot be physically

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present, they may choose to participate via video or teleconferencing or other suitable means as determined by the Committee. Participation via video or teleconferencing shall count toward the quorum for the Committee meeting.

- Any Committee member or invited participant with a conflicting interest shall abstain from discussing and participating in decisions or voting on related matters. Such members and/or invited participants shall excuse themselves from the Committee meeting during discussions or deliberations on any matter in which they have an interest or that gives rise to a perceived conflict of interest situation for them.
- The Chairperson of the Committee shall have the authority to request individuals in attendance to leave the room if matters being discussed are confidential or if the presence of certain individuals could impair the deliberations.

Minutes of meetings:

- The Secretary of the Audit committee shall distribute the minutes of Audit committee meetings to all members, directors, the Head of Internal Audit, and, if necessary, to the Chief Financial Officer before the next board meeting. If it is not practical to do so, the Chairman of the Audit committee shall provide a summary of the proceedings to the board, and the minutes shall be circulated immediately after the board.

Voting

- If consensus is not reached within a reasonable timeframe, the Chairperson or Chair of the Meeting may proceed with a vote on the matter. For the vote to be valid, a majority of members must cast a vote. Each member has one (1) vote. In the event of a tie vote, the person presiding over the Audit committee meeting shall be entitled to a second or casting vote.

Record

- A written record of the discussions and recommendations arising at each Committee meeting will be documented in official meeting notes. Once approved by the Audit committee, these notes will be made available to anyone with permission from the Chairperson. The Secretary of the Audit committee is the custodian of the meeting records.

Responsibilities

Financial Reporting

The Committee is responsible for overseeing the accuracy of the BFAGRO financial statements, including its annual financial performance report. It also examines and reports to the Board on significant financial reporting matters and decisions made in

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these statements, considering any information provided by the auditor. In particular, the Committee shall review and challenge when necessary:

- The integrity, transparency, and compliance of the annual and interim financial statements with the applicable financial reporting framework;
- The methods used to account for significant or unusual transactions where different approaches are possible;
- Whether the Organization has adopted appropriate accounting policies and made appropriate estimates and judgements, taking into account the external auditor's views on the financial statements;
- Review of annual and interim financial statements of the company, prior to their approval by the Board of Directors, focusing on:
    a) Major judgmental areas;
    b) Significant adjustments resulting from the audit;
    c) Going concern assumption;
    d) Any changes in accounting policies and practices;
    e) Compliance with applicable accounting standards;
    f) Compliance with these regulations and other statutory and regulatory requirements
    g) All related party transactions.
- All material information presented with the financial statements.

Internal Controls

The Committee shall:

- Keep under review the BFAGRO internal financial controls systems that identify, assess, manage and monitor financial risks, and other internal control and risk management systems (seeking assurance from relevant Board Committees as appropriate);
- Ascertaining that the internal control systems including financial and operational controls, accounting systems for timely and appropriate recording of purchases and sales, receipts and payments, assets and liabilities and the reporting structure are adequate and effective;
- Review and recommend for Board approval the statements to be included in the annual report concerning internal control, risk management and the going concern statement; and
- Consider the major findings of any relevant internal investigations into control weaknesses, fraud or misconduct and management's response (in the absence of management where necessary).

External Audit

The Committee shall:

- Consider and make recommendations to the Board, to be put to members for approval at the AGM, in relation to the appointment, re-appointment and removal of the Company's external auditor and oversee the selection process for a new auditor where required;
- If an external auditor resigns, investigate the issues leading to this and decide whether any action is required;

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- Oversee the relationship with the external auditor including (but not limited to):
  a) Assessing annually their qualifications, expertise, resources and effectiveness of the audit process and also their independence, objectivity and compliance with legal and ethical guides by taking into account relevant professional and regulatory requirements
  b) Reviewing the terms of engagement and the remuneration to be paid to the external auditor in respect of audit services provided and also the provision of any non-audit services and recommend to the Board for approval.
- Assess annually the external auditor's independence and objectivity taking into account relevant Pakistan law, regulation, the Ethical Standard and other professional requirements and the BFAGRO relationship with the auditor as a whole, including any threats to the auditor's independence and the safeguards applied to mitigate those threats including the provision of non-audit services;
- Satisfy itself that there are no relationships between the auditor and the organization (other than in the ordinary course of business) which could adversely affect the auditor's independence and objectivity;
- Agree a policy on the employment of former employees of the auditor, taking into account the Ethical Standard, including the guidance on the rotation of the audit partner and staff;
- Annually challenge and assess the performance, independence and objectivity of the external auditor, discussing issues they raise in the audit and monitoring the effectiveness of the audit process and reviewing their quality control procedures and steps taken to respond to regulatory, professional and other changes;
- Review the findings of the audit with the external auditor. This shall include but not be limited to, the following:
  a) a discussion of any major issues which arose during the audit;
  b) the auditor's explanation of how the risks to audit quality were addressed;
  c) key accounting and audit judgements;
  d) the auditor's view of their interactions with senior management; and
  e) levels of errors identified during the audit;
- Review management representation letters in relation to financial reporting requested by the external auditor prior to signature by the Executives;
- Monitor the effectiveness of the relationship between the external and internal auditors;
- Review management's response to findings of the audit and resolving disagreements between management and the external auditor regarding financial reporting; and
- Meet regularly with the external auditor (including at least once a year without management being present), to discuss the auditor's remit and any issues arising from the audit.

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Internal Audit

The Committee shall:

- Approve the remuneration, appointment or termination of the appointment of the Head of Internal Audit;
- The Audit Committee is tasked with overseeing the hiring processes for internal audit staff and the Chief Internal Auditor (CIA). This includes defining hiring criteria, participating in senior-level hiring decisions, ensuring transparency, addressing conflicts of interest, and promoting diversity and inclusion. The committee also plays a role in appointing the CIA, monitoring their performance, ensuring independence and objectivity, and establishing succession plans to maintain the effectiveness and integrity of the internal audit function;
- Review and approve the role and mandate of internal audit, monitor and review the effectiveness of its work, and annually approve the Internal Audit Charter ensuring that it is appropriate for the current needs of the organization;
- Review and approve the annual internal audit plan to ensure that it is aligned to the key risks of the business and receive regular reports on work carried out;
- Ensure internal audit has unrestricted scope, the necessary resources and access to information to enable it to fulfil its mandate, ensure there is open communication between different functions and that the internal audit function evaluates the effectiveness of these functions as part of its internal audit plan and ensure that the internal audit function is equipped to perform in accordance with appropriate professional standards for internal auditors;
- Ensure the internal auditor has direct access to the Chair of the Board, the Committee Chair, providing independence from the executive and accountability to the Committee;
- Carry out an annual assessment of the effectiveness of the internal audit function and as part of this assessment:
  a) Meet with the head of internal audit without the presence of management to discuss the effectiveness of the function;
  b) Review and assess the internal audit work plan;
  c) Receive a report on the results of the internal auditor's work;
  d) Determine whether it is satisfied that the quality, experience and expertise of internal audit is appropriate for the business; and
  e) Review the actions taken by management to implement the recommendations of internal audit and to support the effective working of the function.
- Monitor and assess the role of the internal audit function in the overall context of the organization system of controls and the work of compliance, finance and the external auditor.
- Review of the scope and extent of internal audit, audit plan, report in framework and procedures and ensuring that the internal audit function has adequate resources and is appropriately placed within the organization;
- Review the Internal Audit Charter & Policy Manual and ensure that the internal audit function is adequately resourced and has appropriate standing within the organization;

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- Monitor and assess the role and effectiveness of the internal audit function in the overall context of the organization risk management system;
- Review the internal audit findings and its follow-up including any significant disagreements between management and the internal audit department with regard to required system and controls;
- Audit committee to conduct periodic reviews of its activities and practices compared with current best practices to ensure that its activities are consistent with leading practices.

Compliance, Whistleblowing and Fraud

The Committee shall:

- Review the adequacy and security of the organizations arrangements for its executive, employees and contractors to raise concerns, in confidence, about possible wrongdoing in financial reporting or other matters. The Committee shall ensure that these arrangements allow proportionate and independent investigation of such matters and appropriate follow up action;
- Review the organization procedures for detecting fraud;
- Review the organization systems and controls for the prevention of bribery and receive reports on non-compliance; and
- Review reports from the organization Money Laundering Reporting Officer and the adequacy and effectiveness of the BFAGRO anti-money laundering systems and controls.

Responsibilities of Chairman

- The Chairman is responsible for leading the committee's activities, setting the agenda for meetings, and ensuring that the committee operates efficiently. He also oversee the execution of the committee's responsibilities.
- The Chairman serves as a liaison between the Audit Committee and the organization's Board of Directors, senior management, and external auditors. They communicate important findings and recommendations to the Board and management.
- The Chairman, in collaboration with the committee, establishes the agenda for meetings. This includes prioritizing topics for discussion, ensuring that key audit areas are covered, and allowing time for in-depth reviews.
- The Chairman works with the committee to align the internal audit function's activities with the organization's strategic objectives and risk profile. They ensure that the audit plan and activities address the most critical risks.
- The Chairman ensures that the committee adheres to all relevant laws, regulations, and corporate governance standards.

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Governance and Resources

- The Committee shall, via the Secretary to the Committee, make available to new members of the Committee a suitable induction process and, for existing members, ongoing training as discussed and agreed by the Committee.
- The Committee shall conduct an annual self-assessment of its activities under these Terms of Reference and report any conclusions and recommendations to the Board and, as part of this assessment, shall consider whether or not it receives adequate and appropriate support in fulfilment of its role and whether or not its annual plan of work is manageable.
- The Committee shall in its decision making, give due regard to any relevant legal or regulatory requirements, and associated best practice guidance, as well as to the risk and reputation implications of its decisions (liaising where relevant with other Committees)
- The Committee shall have access to sufficient resources in order to carry out its duties and have the power to engage independent counsel and other professional advisers and to invite them to attend meetings.

Terms of Reference

The Committee shall annually review its Terms of Reference and may recommend to the Board any amendments to its Terms of Reference.

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