

**INDEPENDENT AUDITOR'S REVIEW REPORT
TO THE MEMBERS OF 786 INVESTMENTS LIMITED**

**Review Report on the Statement of Compliance contained in
Listed Companies (Code of Corporate Governance)
Regulations, 2019**

**Grant Thornton Anjum
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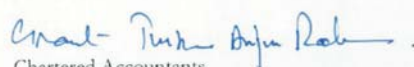
We have reviewed the enclosed Statement of Compliance with the Listed Companies (Code of Corporate Governance) Regulations, 2019 (the Regulations) prepared by the Board of Directors of 786 Investments Limited (the Company) for the year ended June 30, 2022 in accordance with the requirements of regulation 36 of the Regulations.

The responsibility for compliance with the Regulations is that of the Board of Directors of the Company. Our responsibility is to review whether the Statement of Compliance reflects the status of the Company's compliance with the provisions of the Regulations and report if it does not and to highlight any non-compliance with the requirements of the Regulations. A review is limited primarily to inquiries of the Company's personnel and review of various documents prepared by the Company to comply with the Regulations.

As a part of our audit of the financial statements we are required to obtain an understanding of the accounting and internal control systems sufficient to plan the audit and develop an effective audit approach. We are not required to consider whether the Board of Directors' statement on internal control covers all risks and controls or to form an opinion on the effectiveness of such internal controls, the Company's corporate governance procedures and risks.

The Regulations require the Company to place before the Audit Committee, and upon recommendation of the Audit Committee, place before the Board of Directors for their review and approval, its related party transactions. We are only required and have ensured compliance of this requirement to the extent of the approval of the related party transactions by the Board of Directors upon recommendation of the Audit Committee.

Based on our review, nothing has come to our attention which causes us to believe that the Statement of Compliance does not appropriately reflect the Company's compliance, in all material respects, with the requirements contained in the Regulations as applicable to the Company for the year ended June 30, 2022.



Chartered Accountants

Karachi

Dated: September 29, 2022

UDIN: CR202210154mt4FEakDj



SATATEMENT OF COMPLIANCE WITH LISTED COMPANIES (CODE OF CORPORATE GOVERNANANCE) REGULATIONS, 2019

FOR THE YEAR ENDED JUNE 30, 2022

The Company has complied with the requirement of the Regulation in the following manner:

1. The total number of directors are seven (7) as per the following:
 - a) Male: 6
 - b) Female: 1

2. The Composition of board is as follows:

Category	Names	Designation
Independent Directors	Mr. Ahmed Salman Munir Syed Shababat Hussain Mr. Ahmer Zia Sarwar*	Chairperson Director Director
Executive Director	Ms. Tara Uzra Dawood	Chief Executive Officer
Non-Executive Directors	Syed Musharaf Ali** Mr. Naveed Ahmed Mr. Iqbal Shafiq***	Director Director
Female Directors	Ms. Tara Uzra Dawood	Chief Executive Officer

- Mr. Charmaine Hidayatullah appointed as Director of the company w.e.f September 21, 2021, in place of Mr. Tahir Mehmood

* Mr. Ahmer Zia Sarwar appointed as Director of the company w.e.f July 07, 2022, in place of Ms. Charmaine Hidayatullah.

** Mr. Syed Musharaf Ali appointed as Director of the company w.e.f September 21, 2021, in place of Syed Farhan Abbas

*** Mr. Iqbal Shafiq appointed as Director of the company w.e.f January 27, 2022, in place of Ms. Shafqat Sultana due her demise.

3. The Directors have confirmed that none of them is serving as a director in 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. A complete record of particulars of significant policies along with the dates on which they were approved or amended has been 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 Act and these Regulations.

786 Investments Limited

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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 requirement 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. Majority of the Directors of the Company have completed/ are exempted from the requirement of Directors' Training program.
10. The Board has approved appointment of Head of Internal Audit during the year, including their remuneration and terms and conditions of employment and complied with relevant requirement of the Regulations. There is no change in Chief Financial Officer and Company Secretary during the year.
11. Chief Financial Officer and Chief Executive Officer duly endorsed the financial statements before approval of the Board.
12. The Board has formed following committees comprising of members given below:

a) Audit Committee

S.No.	Name	Designation
1	Syed Shabaha Hussain	Chairman
2	Syed Musharaf Ali	Member
3	Mr. Naveed Ahmed	Member

b) Human Resource & Remuneration Committee

S.No.	Name	Designation
1	Mr. Ahmed Salman Munir	Chairman
2	Ms. Tara Uzra Dawood	Member
3	Mr. Naveed Ahmed	Member

13. The terms of reference of the aforesaid committees have committee have been formed, documented and advised to the committee for compliance.
14. The frequency of meetings of the committee were as per following:
 - a) Audit Committee : Quarterly;
 - b) HR & Remuneration Committee: Yearly;
15. The Board has set up an effective internal audit function.
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.
18. We confirm that all requirements of regulations 3, 6, 7, 8, 27, 32, 33 and 36 of the Regulations have been complied.

AHMED SALMAN MUNIR ✓
Chairperson
Karachi: