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**INDEPENDENT AUDITOR'S REVIEW REPORT  
TO THE MEMBERS OF AKD SECURITIES LIMITED  
(FORMERLY BIPL SECURITIES LIMITED)**

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

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 AKD securities Limited (Formerly BIPL Securities Limited) 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 these 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.



Further, we highlight below instances of non-compliance with the requirement(s) of the Regulations as reflected in the paragraph reference where these are stated in the Statement of Compliance:

S.No	Paragraph reference:	Description:
1.	19 (a)	The Chief Financial Officer held the office of the company secretary during the year. This has been rectified subsequent to the year end and separate appointments for both designations have been made.
2.	15 & 19 (b)	The position head of internal audit remained vacant till the year end and the appointment was made subsequent to the year end.

*RSM Avais Hyder Liaquat Nauman*  
Chartered Accountants  
Karachi.

Date: 06 OCT 2022

UDIN: CR202210239z0YZQTwr1

# Statement Of Compliance

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

### AKD Securities Limited [Formerly: BIPL Securities Limited]

For the year ended December 31, 2021

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

The total numbers of directors are Seven (7) (including CEO who is deemed director) as per the following:

- a. Male: Four (4)  
b. Female: Three (3)

2. The composition of board is as follows:

Category	Names
Independent Directors	Mr. Kamal Uddin Tipu Mr. Sikander Kasim
Non-Executive Directors	Ms. Hina Junaid Ms. Ayesha Aqeel Dhedhi Ms. Afsheen Aqeel
Executive Director	Mr. Muhammad Farid Alam Mr. Tariq Ghumra
Female Director	Ms. Ayesha Aqeel Dhedhi Ms. Afsheen Aqeel

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 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 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. There is one director from the Board has attended the Directors' Training Program:
- Mr. Kamal Uddin Tipu
10. The Board has approved appointment of Chief Financial Officer, Company Secretary and, including their remuneration and terms and conditions of employment and 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:

#### Audit Committee

Mr. Kamal Uddin Tipu – Chairman  
Ms. Ayesha Aqeel Dhedhi – Member  
Ms. Afsheen Aqeel – Member

#### HR and Remuneration Committee

Mr. Sikander Kasim – Chairman  
Mr. Muhammad Farid Alam – Member  
Ms. Ayesha Aqeel Dhedhi – Member

13. The terms of reference of the aforesaid committees have been formed, documented and advised to the committees for compliance;
14. The frequency of meetings of the committee were as per following;
- a) Audit Committee – Quarterly  
b) HR and Remuneration Committee – Yearly
15. The Board has set up an internal audit function, comprising of personnel who are considered suitably qualified and experienced for the purpose and are conversant with the policies and procedures of the company. The head of internal audit resigned in the month of November 2019 and subsequently the Company is in the process of searching for an appropriate candidate for the position of Head of Internal Audit;
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
19. Explanation for non-compliance with requirements, other than regulations 3, 6, 7, 8, 27, 32, 33 and 36 are below:
- a. The Chief Financial Officer also held the office of the Company Secretary during the period due to the merging process of BIPLS Securities Limited and AKD Securities Limited. However, separate appointments for these positions have been made during the year effective from 01 July 2022.
- b. The Company did not have a Head of Internal Audit during the period. However, the appointment of Head of Internal Audit has been made during the year effective from 01 July 2022.

Ms. Hina Junaid  
Chairperson

Muhammad Farid Alam  
Chief Executive Officer

Karachi: October 06, 2022