



**B.R.R. Guardian Modaraba**  
(An Islamic Financial Institution)

## **STATEMENT OF COMPLIANCE WITH LISTED COMPANIES (CODE OF CORPORATE GOVERNANCE) REGULATIONS, 2019 FOR THE YEAR ENDED JUNE 30, 2022.**

Statement of Compliance with Listed Companies (Code of Corporate Governance) Regulations, 2019

Name of company    BRR Guardian Modaraba  
Year ending.        June 30, 2022

Despite the fact that the B.R.R Investment (Private) Limited the management company of B.R.R Guardian Modaraba is a private limited company, The Board of Directors of the Modaraba Management Company is responsible for managing the affairs of Modaraba.

The Modaraba Management Company (hereinafter referred to as the Company) has complied with the requirements of the Regulations in the following manner:

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

- |            |      |
|------------|------|
| a. Male:   | Four |
| b. Female: | NA   |

2. The composition of board is as follows:

- |                                 |                         |
|---------------------------------|-------------------------|
| a) Independent Directors        | Mr. Waqas Anwar Qureshi |
| b) Independent Directors        | Mr. Syed Ali Raza       |
| c) Other Non-executive Director | Mr. Rafique Dawood      |
| d) Executive Directors          | Mr. Ayaz Dawood         |

3. The directors have confirmed that none of them is serving as a director on more than seven 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. 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 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.



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9. Company stands complied with the requirement as having 75% of the directors of the board have acquired prescribed certification including exemption under director training program under sub clause 1(ii) of regulation 19 of the regulations in the following manner:

Mr. Waqas Anwar Qureshi	Certified from ICMA
Mr. Ayaz Dawood	Certified from PICG
Mr. Rafique Dawood	Exempted

Further, the directors of the company have been provided with copies of the Code of Corporate Governance, Modaraba Rules, Company's Memorandum and Articles of Association, Modaraba Prospectus and all other relevant rules and regulations and hence are conversant of the relevant laws applicable to the Modaraba, its policies and procedures and provisions of memorandum and article of Associations and of their duties and responsibilities.

10. The board has approved appointment of CFO, Company Secretary and Head of Internal Audit, 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:

a) Audit Committee

(Name of members and Chairman)

Mr. Waqas Anwar Qureshi - Chairman  
Mr. Rafique Dawood - Member  
Syed Ali Raza - Member

b) HR and Remuneration Committee

(Name of members and Chairman)

Syed Ali Raza - Chairman  
Mr. Rafique Dawood - Member  
Mr. Waqas Anwar Qureshi - Member

c) Nomination Committee (NA)

d) Risk Management Committee (NA)

13. The terms of reference of the aforesaid committees have been formed, documented and advised to the committee for compliance.



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14. The frequency of meetings (quarterly/half yearly/ yearly) of the committee were as per following:
- Audit Committee (quarterly)
  - HR and Remuneration Committee (yearly)
  - Nomination Committee (NA)
  - Risk Management Committee (NA)
15. The board has set up an effective internal audit function who are considered suitably qualified and experienced for the purpose and are 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 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 the regulations 3,6,7,8,27,32,33 and 36 of the Regulations have been complied where applicable.

September 14, 2022

On Behalf of the Board of Directors  
**B.R.R Investment (Private) Limited**

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**Syed Ali Raza**  
Director

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**Ayaz Dawood**  
Chief Executive Officer

**Independent Auditor's Review Report  
To the Certificate Holders of B.R.R. Guardian Modaraba**

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

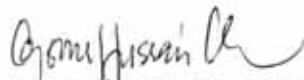
We have reviewed the enclosed Statement of Compliance with the Listed Companies (Code of Corporate Governance) Regulations, 2019 ("the Regulations") prepared by Board of Directors of B.R.R Investment (Private) Limited, the Modaraba Management company of BRR Guardian Modaraba for the year ended June 30, 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 Modaraba Management Company. Our responsibility is to review whether the Statement of Compliance reflects the status of the Modaraba'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 Modaraba's personnel and review of various documents prepared by the Modaraba Management 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 Modaraba Management Company's corporate governance procedures and risks.

The Regulations require the Modaraba Management 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. 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 Modaraba Management Company's compliance for and on behalf of the Modaraba, in all material respects, with the requirements contained in the Regulations as applicable to the Modaraba for the year ended June 30, 2022.



**Crowe Hussain Chaudhury Co.  
Chartered Accountants**

**Place:** Karachi.

**Dated:** 20 Sep 2022

**UDIN Number:** CR202210207JOGxq2tQ9