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## INDEPENDENT AUDITORS' REVIEW REPORT

To the unitholders of Dolmen City REIT

### 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 Arif Habib Dolmen REIT Management Limited (RMC) for and on behalf of Dolmen City REIT (the Scheme) for the year ended 30 June 2023 in accordance with the requirements of regulation No. 36 of the Regulations.


The responsibility for compliance with the Regulations is that of the Board of Directors of the RMC of the Scheme. Our responsibility is to review whether the Statement of Compliance reflects the status of the Scheme'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 RMC's personnel and review of various documents prepared by the RMC 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 Scheme's corporate governance procedures and risks.

The Regulations require the RMC of the Scheme 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 Scheme's compliance, in all material respects, with the requirements contained in the Regulations as applicable to the Scheme for the year ended 30 June 2023.

Date: 27 October 2023  
Karachi  
UDIN: CR202310096A2z5GXRSO

  
KPMG Taseer Hadi & Co.,  
Chartered Accountants

# Statement of Compliance with Listed Companies (Code of Corporate Governance) Regulation, 2019 for the year ended 30, June 2023

Name of Company: Arif Habib Dolmen REIT Management Limited (the REIT Management Company or RMC)  
For and on behalf of: Dolmen City REIT (the Scheme)  
Year ended: June 30, 2023

The RMC has complied with the requirement of the Listed Companies (Code of Corporate Governance) Regulations, 2019 (the Regulations) for and on behalf of the Scheme in the following manner:

1. The total number of directors are 9 (nine) comprising of eight elected directors and one deemed director composition is as follows:
  - a) Male: 8
  - b) Female: 1
2. The composition of the board is as follows:

<b>Category</b>	<b>Names</b>
Non-Executive Director	Mr. Arif Habib - Chairman Mr. Nadeem Riaz Mr. Abdus Samad A. Habib Mr. Faisal Nadeem Mr. Sajid Ullah Sheikh
Independent Director	Mr. Naeem Ilyas Mr. Muhammad Noman Akhter
Female Director (Independent Director)	Ms. Tayyaba Rasheed
Chief Executive (Deemed Director)	Mr. Muhammad Ejaz

3. The directors have confirmed that none of them is serving as a director on more than seven listed companies, including RMC;
4. The RMC has prepared a Code of Conduct and has ensured that appropriate steps have been taken to disseminate it throughout the RMC along with its supporting policies and procedures;
5. The Board has developed a vision / mission statement, overall corporate strategy and significant policies of the RMC. The Board has ensured that a complete record of particulars of significant policies along with the dates of approval or updating is maintained by the RMC;
6. All the powers of the Board have been duly exercised and decisions on relevant matters have been taken by Board / Management Company as empowered by the relevant provisions of the Companies Act, 2017, REIT Regulations, 2022 and the 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 the Companies Act, 2017 and the Regulations with respect to frequency, recording and circulating minutes of meeting of the Board;



8. The Board of directors have a formal policy and transparent procedures for remuneration of directors in accordance with the Companies Act, 2017 and the Regulations;
9. Seven directors have a certification under Directors' Training Program, one director of the RMC is exempt from the requirement of Director's Training Program;
10. The Board has approved appointment of Chief Financial officer, 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

Mr. Naeem Ilyas	Chairman
Mr. Abdus Samad A. Habib	Member
Mr. Sajid Ullah Sheikh	Member
Mr. Muhammad Noman Akhter	Member
  - b) Human Resource & Remuneration Committee

Ms. Tayyaba Rasheed	Chairperson
Mr. Abdus Samad A. Habib	Member
Mr. Sajid Ullah Sheikh	Member
Mr. Muhammad Ejaz	Member
13. The terms of reference of the aforesaid committees have been formed, documented and advised to the committee for compliance;
14. The frequency of meetings (quarterly/half yearly/ yearly) of the committees were as per following:
  - a) Audit Committee: 6 meetings
  - b) Human Resource & Remuneration Committee: 1 meeting
15. The Board has outsourced the internal audit function to M/s Junaidy Shoaib Asad & Co Chartered Accountants who are considered suitably qualified and experienced for the purpose and are conversant with the policies and procedures of the RMC;
16. The statutory auditors of the Scheme 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 RMC;
17. The statutory auditors or the persons associated with them have not been appointed to provide other services except in accordance with the Act, the 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 with; and



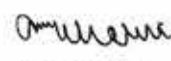
19. Explanation for non-compliance with requirements, other than regulations 3,6,7,8,27,32,33 and 36 are below (if applicable):

S. No	Requirement	Explanation for not meeting non-mandatory requirements	Regulation No.
1.	Same person shall not simultaneously hold office of Chief Financial Officer and the Company Secretary of a listed Company.	This matter is explained in point number 20 (see below) of this statement.	24

20. We confirm that all other requirements of the Regulations have been complied with except for the requirement that the same person shall not simultaneously hold office of Chief Financial Officer and the Company Secretary of a listed Company. As the Regulations allow the Companies to either comply or explain the reason otherwise, therefore, the Company has adopted explanation approach as the management is of the view, that the current Chief Financial Officer and Company Secretary is suitably qualified and professionally capable to act and fulfill the duties and responsibilities of both the roles. In addition, it is also a cost effective measure that is in the better interest of the shareholders of the RMC, therefore hiring a separate person for both position is not feasible.

For and behalf of the board.

  
**Muhammad Ejaz**  
Chief Executive

  
**Arif Habib**  
Chairman

Dated: October 27, 2023  
Karachi