

Independent Auditor's Review Report

To the Members of First Credit and Investment Bank 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 Board of Directors of **First Credit and Investment Bank Limited** (the 'Investment Bank'), for the year ended June 30, 2023 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 Investment Bank. Our responsibility is to review whether the Statement of Compliance reflects the status of the Investment Bank'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 Investment Bank's personnel and review of various documents prepared by the Investment Bank 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 Investment Bank's corporate governance procedures and risks

The Regulations require the Investment Bank 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 and also ensure compliance with the requirements of section 208 of the Companies Act, 2017. 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. We have not carried out procedures to assess and determine the Investment Bank's process for identification of related parties and that whether the related party transactions were undertaken at arm's length price or not.

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 Investment Bank's compliance for and on behalf of the Investment Bank, in all material respects, with the requirements contained in the Regulations as applicable to the Investment Bank for the year ended June 30, 2023.

Crowe Hussain Chaudhury

Crowe Hussain Chaudhury & Co.

Chartered Accountants
Karachi.

Dated: 06 September, 2023

UDIN: CR202310207ql3RfTAZd



FIRST CREDIT AND INVESTMENT BANK LTD.

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

First Credit and Investment Bank Limited
Year ended June 30, 2023

The company has complied with the requirements of the Regulations in the following manner:

1. The total number of directors are Eight (8) (including the appointed CEO) as per the following:

a.	Male	Seven (7)
b.	Female	One (1)

2. The composition of Board is as follows:

i)	Independent Directors - Male	2
ii)	Other Non-Executive Directors	4
iii)	Executive Directors*	1
iv)	Female Director - Independent	1

*The Executive Director is the President and CEO whose appointment is on contract basis.

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 significant policies along with their dates of approval 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. 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.
9. All Directors on the Board are compliant with the requirement of Directors Training Program except newly elected directors who will be completing the certification as per the requirement within the stipulated time.
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. CFO and CEO duly endorsed the financial statements before approval of the Board.




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12. The Board has formed committees comprising of members given below:
- a) Audit Committee**
Mr. Jamal Naseem Chairman
Mr. Asad Ullah Saleem Member
Syed Irfan Husnain Rizvi Member
- b) HR and Remuneration Committee**
Mrs. Nina Afridi Chairperson
Mr. Faisal Ahmed Member
Syed Irfan Husnain Rizvi Member
- c) Risk Management Committee**
Mr. Asad Ullah Saleem Chairman
Mr. Masood Raza Member
Mr. Amjad Iqbal Member
Mr. Muhammad Mohsin Ali 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 of the committee were as per following:
- a) Audit Committee 4 Meetings were held during FY 2022-23
b) HR and Remuneration Committee 2 Meetings was held during FY 2022-23
d) Risk Management Committee 1 Meeting was held during FY 2022-23
15. The board has set up an effective internal audit function manned with person who is suitably qualified and experienced for the purpose and is 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 regulations 3, 6, 7, 8, 27, 32, 33 and 36 of the Regulations have been complied with.



MUHAMMAD MOHSIN ALI
Chief Executive Officer



JAMAL NASIM
Director

Karachi
Dated: August 31, 2023



FIRST CREDIT AND INVESTMENT BANK LTD.