

The HR&R Committee held one meeting during the year. Attendance by each member was as follows:

Director Name	Attendance
Syed Yawar Ali	1
Syed Shahid Ali	1
Syed Hyder Ali	1
Ms. Faryal Jooma	1
Mr. Tahir Masaud (CEO)	1

The Committee granted leave of absence to those members who could not attend the meeting.

AUDITORS

The Auditors, Messrs A. F. Ferguson & Co., Chartered Accountants, retire at the conclusion of the 69th Annual General Meeting. Being eligible, they have offered themselves for re-appointment and the Board based on the recommendation of Audit Committee has endorsed their re-appointment.

PATTERN OF SHAREHOLDING

A statement of the pattern of shareholding of certain class of shareholders as at December 31, 2022, whose disclosure is required under the reporting framework, is included in the annexed shareholders' information.

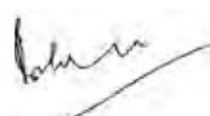
FUTURE OUTLOOK

The country is going through difficult economic situation, the Board has taken risk management measures at the Holding company level and across its subsidiaries to protect shareholders value. We expect that our subsidiaries will deliver consistent and profitable growth in the future.

ACKNOWLEDGEMENT

We would like to thank all of our stakeholders for their faith in us, which has helped us to achieve progress.

For and on behalf of the Board



Syed Babar Ali
Chairman
Lahore: March 21, 2023



Tahir Masaud
Chief Executive Officer
Lahore: March 21, 2023

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

IGI Holdings Limited
For the year ended December 31, 2022

IGI Holdings Limited (the Company) has complied with requirements of the Listed Companies (Code of Corporate Governance) Regulations, 2019 (the Regulations) in the following manner:

1. The total number of directors [including Chief Executive Officer (deemed director)] are eight (8) as per the following:

a) Male	Six (6)
b) Female	Two (2)

2. The composition of Board is as follows:

Category	Names
Independent Female Directors	Ms. Faryal Jooma Ms. Faryal Sadiq
Non-Executive Directors	Syed Babar Ali Syed Yawar Ali Syed Shahid Ali Syed Hyder Ali Mr. Shamim Ahmad Khan
Executive Director (CEO)	Mr. Tahir Masaud

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 Companies Act, 2017 (the Act) 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 Act and these Regulations with respect to frequency, recording and circulating minutes of meeting of the Board;

8. The Board has a formal policy and transparent procedures for remuneration of directors in accordance with the Act and the Regulations;

9. At present, out of eight (8) Directors on the Board, four (4) Directors (including the CEO) have acquired the Directors' Training Program Certifications whilst the other four (4) directors are exempt from the requirement of Directors' 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:

Name of the Member	Category
Ms. Faryal Jooma	Chairperson / Independent Director
Mr. Shamim Ahmad Khan	Member / Non-executive Director
Syed Yawar Ali	Member / Non-executive Director
Syed Hyder Ali	Member / Non-executive Director

b) HR and Remuneration Committee:

Name of the Member	Category
Ms. Faryal Jooma	Chairperson/ Independent Director
Syed Yawar Ali	Member/ Non-executive Director
Syed Shahid Ali	Member/ Non-executive Director
Syed Hyder Ali	Member/ Non-executive Director
Mr. Tahir Masaud	Member/ Executive Director

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 committees was as per following,-

Audit Committee	Quarterly
HR and Remuneration Committee (HR&RC)	Yearly

15. The Board has set up an effective internal audit function which is considered suitably qualified and experienced for the purpose and is conversant with the policies and procedures of the Company;

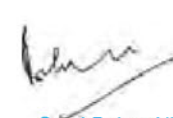
16. The statutory auditors of the Company have confirmed that they have been given a satisfactory rating under the Quality Control Review program of the Institute of Chartered Accountants of Pakistan (ICAP), and registered with Audit Oversight Board of Pakistan, that they and all their partners are in compliance with the 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, the Regulations or any other regulatory requirement and , the auditors have confirmed that they have observed IFAC guidelines in this regard; and

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;

Explanation under Regulation 6: The Board of the Company comprises of eight (8) Directors and the computation for the determination of the under Regulation 6 based on the one-third of the elected directors works out to be 2.67. The Company, currently, has two (2) Independent Directors on its Board duly elected by the shareholders in terms of Section 166 of the Act, who possess requisite competencies, skills, knowledge, and experience to hold office as independent directors, therefore, does not warrant the appointment of a third independent director.

By order of the Board



Syed Babar Ali
Chairman
Lahore: March 21, 2023



Tahir Masaud
Chief Executive Officer
Lahore: March 21, 2023

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



A.F. FERGUSON & Co.

INDEPENDENT AUDITOR'S REVIEW REPORT

To the members of IGI Holdings 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 IGI Holdings Limited (the Company) for the year ended December 31, 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 December 31, 2022.

A. F. Ferguson & Co.
Chartered Accountants
Karachi

Date: April 5, 2023

UDIN: CR202210061zyTIRDG6J

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