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## INDEPENDENT AUDITOR'S REVIEW REPORT

To the Members of Jahangir Siddiqui & Co. Ltd.

### 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 **Jahangir Siddiqui & Co. Ltd.** ("the Company") for the year ended 31 December 2022 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 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 31 December 2022.

Date: 31 March 2023

Karachi

UDIN: CR202210106pe5kDr9Gf

*KAMS Taseer Hadi*  
KPMG Taseer Hadi & Co.  
Chartered Accountants

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

**Jahangir Siddiqui & Co. Ltd.**  
**For the Year Ended December 31, 2022**

This statement is being presented to comply with the Listed Companies (Code of Corporate Governance) Regulations, 2019 (“the Code” or “the Regulation”) issued by the Securities and Exchange Commission of Pakistan (“the Commission”), for the purpose of establishing a framework of good governance, whereby a listed company is managed in compliance with the best practices of corporate governance.

The Company has complied with the requirements of the Regulation in the following manner:

The total number of elected directors is seven as per the following gender bifurcation:

- a. Male: Six (including CEO)
- b. Female: One

The composition of the board is as follows:

Category	Names
Independent Directors	Justice (R) Agha Rafiq Ahmed Khan Lt. Gen. (R) Javed Mahmood Bukhari Ms. Samar Ali Shahid
Other Non-Executive Directors	Mr. Ali Raza Siddiqui Mr. Shahid Hussain Jatoi
Executive Directors	Mr. Suleman Lalani Mr. Asad Nasir, CEO

- The directors have confirmed that none of them is serving as a director on more than seven listed companies, including the Company;
- 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;
- 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;



- 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 these Regulations;
- 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;
- The Board has a formal policy and transparent procedures for remuneration of directors in accordance with the Act and these Regulations;
- Out of total seven (including the CEO) five directors are already certified under Directors’ Training Program (“DTP”) from recognized institution;
- There were no new appointments of Chief Financial Officer, Company Secretary and Head of Internal Audit, during the year. The Board has approved their remuneration and terms and conditions of employment and complied with relevant requirements of the Regulations;
- Chief Financial Officer and Chief Executive Officer duly endorsed the financial statements before approval of the Board;
- The Board has formed committees comprising of members given below:

Committees	Members
Audit Committee	<ul style="list-style-type: none"> <li>• Lt. Gen. (R) Javed Mahmood Bukhari (Chairman)</li> <li>• Mr. Ali Raza Siddiqui</li> <li>• Mr. Shahid Hussain Jatoi</li> </ul>
Human Resource & Remuneration Committee	<ul style="list-style-type: none"> <li>• Ms. Samar Ali Shahid (Chairperson)</li> <li>• Mr. Ali Raza Siddiqui</li> <li>• Mr. Asad Nasir (CEO)</li> </ul>
Executive Committee	<ul style="list-style-type: none"> <li>• Mr. Ali Raza Siddiqui (Chairman)</li> <li>• Mr. Asad Nasir</li> <li>• Mr. Shahid Hussain Jatoi</li> <li>• Mr. Suleman Lalani</li> </ul>

- The terms of references of aforesaid committees have been formed, documented and advised to the committee for compliance.
  - The frequency of meetings of the committees were as per following:
  - Audit Committee – four meetings of the Committee were held during the year;
  - Human Resource & Remuneration Committee – two meetings of the Committee were held during the year;
  - Executive Committee – one meeting of the Committee was held during the year;

- The Board has outsourced the internal audit function to M/s Grant Thornton Anjum Rahman, Chartered Accountants (a member firm of Grant Thornton International) who are considered suitably qualified and experienced for the purpose and are conversant with the policies and procedures of the Company;
- 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;
- 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; and
- We confirm that all requirements of regulations 3, 6, 7, 8, 27, 32, 33 and 36 of the Regulations have been complied with.

For and on behalf of the  
Board of Directors



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**JUSTICE (R) AGHA RAFIQ AHMED KHAN**

Chairman

Karachi: March 13, 2023