



Statement of Compliance with Listed Companies

Code of Corporate Governance Regulations 2019 for the year ended June 30, 2022

Pakistan Hotels Developers Limited ("The Company") has complied with the requirements of the Listed Companies (Code of Corporate Governance) Regulations, 2019 (the Regulations) in the following manner.

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

- a) Male: Five
- b) Female: Two

2. The composition of the Board of Directors (the Board) is as follows.

Category	Names
Independent Directors	Mr. Qazi Ahmed Saeed Mr. Nadeem ul Haq Najmi
Executive Directors	Mr. Muzaffar Baweja Mr. Zubair Baweja
Non-Executive Directors	Mr. Zaheer Baweja Mrs. Shahina Khalid Mrs. Shazia Jamal

- The Board has constituted on December 2021 for a term of three years.
 - The Chairman of the Board is Non-Executive Director.
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. A complete record of particulars of significant policies along with the dates on which they were approved or amended has been maintained.
 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, ("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 the Act, 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 Act and these Regulations.
 9. The Board remained fully compliant with the provision with regard to their directors' training program. Out of total of seven directors one is exempt from training program as mentioned in regulation No.19 sub regulation 2 of the Regulations. Furthermore one director has already completed this training program earlier
 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. The 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. Qazi Ahmed Saeed Chairman Independent Director
 - Mrs. Shahina Khalid Member Non Executive Director
 - Mr. Nadeem ul Haq Najmi Member Independent Director
 - b) HR and Remuneration Committee
 - Mrs. Shahina Khalid Chairperson Non Executive Director
 - Mr. Qazi Ahmed Saeed Member Independent Director
 - Mr. Nadeem ul Haq Najmi Member Independent 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 aforesaid committees were as under.

Audit Committee	Quarterly
HR and Remuneration Committee	On required basis
 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 ICAP, and registered with Audit Oversight Board of Pakistan that they or any of the partners of the firm, their spouses and minor children do not hold shares of the company and that the firm and all its partners are in compliance with International Federation of Accountants (IFAC) guidelines on code of ethics as adopted by the ICAP 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 listing regulations or any other regulatory requirements and the auditors have confirmed that they have observed IFAC guidelines in this regard.
 18. We confirm that all other requirements of the Regulations 3, 6, 7, 8, 27, 32, 33 and 36 have been complied with.

For and on behalf of Board of Directors.

ZAHEER BAWEJA
Chairman

MUZAFFAR F. BAWEJA
Chief Executive Officer

Karachi: September 30, 2022



INDEPENDENT AUDITOR'S REVIEW REPORT

To the members of: PAKISTAN HOTELS DEVELOPERS 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 PAKISTAN HOTELS DEVELOPERS LIMITED (the Company) 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 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 June 30, 2022.

Clarkson Hyde Saud Ansari
Chartered Accountants
Engagement Partner – Saud Ansari
Karachi

Dated: September 30, 2022
UDIN: CR202210149XmgBh09At