

## Corporate Governance Compliance Statement – 2017-18

The Company believes in adopting the best practices in the area of Corporate Governance Compliances and follows the principles of transparency and accountability, thereby protecting the interests of its stakeholders. The Board considers itself a trustee of all shareholders and acknowledges its responsibilities to the shareholders for creating and safeguarding their assets.

### CG Framework

Unique Hotel & Resorts Limited's Corporate Governance practice is based on the principles of full compliance with the laws of Regulatory Bodies in which we operate and on open and transparent communication with all Shareholders. CG framework has been developed and enhanced based on the basic principles and best practices outlined in the following:

- Bangladesh Securities and Exchange Commission (BSEC) Notification No. SEC/CMRRCD/2006-158/129/Admin/43 dated 07 August 2012 on Corporate Governance; and subsequent notifications no. BSEC/CMRRCD/2006-158/207/Admin/80 dated 03 June 2018 on Corporate Governance known as Corporate Governance Code;
- The Companies Act 1994 and other applicable regulations of Bangladesh; Dhaka and Chittagong Stock Exchanges Listing Regulations;
- Laws of the Country;
- Standards of Business Conduct, Policies and Guidelines of the Company; Statement of Risk Management Internal Control of the Company;
- Statement of Delegated Authorities of the Company; and
- Local and global best practices.

The Board also continuously reviews its corporate governance frameworks to ensure its relevance, effectiveness and sustainability in addressing future business challenges.

Unique Hotel & Resorts Limited has complied financial reporting standards applicable to the company and as required by Bangladesh Securities and Exchange Commission and ensures basic four columns of good governance i.e. Accountability, Transparency, Predictability & Balancing the Extreme through utilization of available resources and day to day decision making in conformity with instructions of regulatory bodies.

During the year, the Board continued its pursuit of achieving these objectives through the adoption and monitoring of corporate strategies, prudent business plans monitoring major risks of the Company's business and ensuring that the Company pursues policies and procedures to satisfy its legal and ethical responsibilities.

The Board also believes that a good corporate reputation is the most valuable and competitive asset of a company. It is directly linked to uncompromising compliance with applicable laws, regulations and internal guidelines. Compliance is thus a central pillar of Unique Hotel management and corporate culture and, at the same time, an integral part of all of its business processes.

### Board of Directors:

#### Composition of Board:

The Board of Directors consists of 09 (Nine) members including Managing Director and 02 (two) Independent Directors having diverse and professional expertise and experiences. The Directors are from varied businesses and other backgrounds and their experience enables them to execute independent judgments on the Board where their views carry substantial weight in the decision making. They contribute to the Company's strategy and policy formulation in addition to maintaining its performance as well as its executive management.

Designation	Name
Chairperson	Mrs. Salina Ali
Managing Director	Mr. Mohd. Noor Ali
Directors	Mr. Md. Khaled Noor Ms. Nadiha Ali Mr. Mohammad Mohsin Mr. Gazi Md. Shakhawat Hossain Mr. Chowdhury Nafeez Sarafat
Independent Directors	Rtn. Ghulam Mustafa Mr. K. Mahmood Sattar

#### Roles and responsibilities of the Board

The Directors of the Board are appointed by the Shareholders at the Annual General Meeting (AGM) and accountable to the Shareholders. The Board is collectively responsible to the Company's shareholders as laid down in its Articles of Association and the relevant laws and Regulations. The Board directions are taken at its meetings held as per the Articles of Association.

The Chairperson calls the meetings of the Board and Board Committees and Company Secretary prepares the agenda in consultation with the Chairperson of the Board of Directors, the Chairperson of various Committees and the Managing Director. The Agenda for the meetings of the Board and its Committees, together with the appropriate supporting documents are circulated well in advance of the meetings. All Board members are entitled to raise other issues. The Board of Directors of the Company is the ultimate body for the overall management and operation of the Company. The Board of Directors of the Company mainly directs on policy formulation and monitoring of its guidelines. The Company Secretary is accountable to the Board for ensuring that the Board procedures are followed and that applicable rules and regulations are complied with.

#### Independent Director

The Company has complied with the notification of "Corporate Governance Code" issued by Bangladesh Securities and Exchange Commission with regard to the composition of the Board. Rtn. Ghulam Mustafa and Mr.K MahmoodSattar are the Independent Directors of the Company, they are free from any business or other relationships with the company which can materially interfere with or affect the exercise of their independent judgment. The Board believes their experience and knowledge enable them to provide both effective and constructive contribution to the Board.

#### Qualifications of Independent Director

Independent directors are knowledgeable individual with integrity and able to ensure compliance with financial laws, regulatory requirements and corporate laws and can make meaningful contribution to the business;

Chairperson of the Board of Directors and MD or CEO

- (a) The positions of the Chairperson of the Board and the Managing Director and/or Chief Executive Officer (CEO) of the Company filled by different individuals and their duties & responsibilities are well defined. The Chairperson is responsible for leadership of the Board, for ensuring its effectiveness on all aspects of its role and also for facilitating the productive contribution of all Directors.
- (b) The Managing Director (MD) and/or Chief Executive Officer (CEO) of the Company is not holding the same position in another listed company of any listed company.
- (c) The Chairperson of the Board of Directors of the Company is Mrs. Salina Ali who is from among the non-executive directors of the company.

- (d) The Board of the Company clearly defined the respective roles and responsibilities of the Chairperson and the Managing Director and/or Chief Executive Officer of the Company.

#### Roles and responsibilities of the Chairperson and Managing Director

The positions of the Chairperson of the Board and the Managing Director of the Company filled by different individuals and their duties & responsibilities are well defined. The Chairperson is responsible for leadership of the Board, for ensuring its effectiveness on all aspects of its role and also for facilitating the productive contribution of all Directors.

The Managing Director has overall responsibility for the performance of the Company's business. He provides leadership to the Company to ensure the successful planning and execution of the objectives and strategies. In compliance with the requirement of the Bangladesh Securities and Exchange Commission (BSEC) Code, the roles of Chairperson and Managing Director have been clearly defined by the Board of Directors.

In the absence of the Chairperson of the Board, the Chairperson for that particular Board's meeting has been elected among themselves from non executive directors. The reason of absence of the regular Chairperson is duly recorded in the minutes.

#### The Directors' Report to Shareholders :

The Directors' Report to Shareholders is incorporated in compliance with the newly issued Corporate Governance Code which has been articulated in the page no. 69 of this annual report.

#### Meetings of the Board of Directors:

The Company has conducted its Board of Directors meeting and record the minutes of the meetings as well as keep required books and records in line with the provisions of the relevant Bangladesh Secretarial Standards (BSS) as adopted by the Institute of Chartered Secretaries of Bangladesh (ICSB) in so far as those standards are not inconsistent with any condition of this Code.



The Board of Directors meet regularly to discharge its duties effectively. Seven(07) meetings of the Board of Directors were held during the year 2017-18 and the gap between two meetings did not exceed three months. There is an extensive staff participation in decision making at all levels of the Company and strategic recommendations on material matters flow to the Board for decision. The attendance record of the Board meetings held during the year.

**The Directors attendance to the Board Meetings as follows:**

Sl. No.	Name	Designation	Attendance
01.	Ms. Salina Ali	Chairperson	07
02.	Mr. Mohd. Noor Ali	Managing Director	07
03.	Ms. Nadiha Ali	Director	01
04.	Mr. Md. Khaled Noor	Nominated Director by Borak Real Estate Ltd.	04
05.	Mr. Mohammad Mohsin	Nominated Director by Borak Travels (Pvt.) Ltd.	07
06.	Mr. Gazi Md. Shakhawat Hossain	Nominated Director by Unique Eastern (Pvt.) Ltd.	07
07.	Mr. Chowdhury Nafeez Sarafat	Nominated Director by Borak Real Estate Ltd.	04
08.	Rtn. Ghulam Mustafa	Independent Director	06
09.	Mr. K Mahmood Sattar	Independent Director	04

**Board of Directors' Committees:**

The Board has established various Board Committees to which it has delegated some of its responsibilities. For ensuring the good governance in the Company, the Board formulated some sub-committees also. They are the Audit Committee, Nomination and Remuneration Committee, Management Committee, Risk Management Committee and CSR Committee. Each Committee has its own terms of reference under which respective authority is delegated by the Board and is kept under review and updated regularly to ensure that they remain consistent with the best practice. The Company Secretary provides each of the Committees with secretarial services. Committee meeting agenda, papers and minutes are made available to all members.

**a) Audit Committee:**

The Audit committee is comprised of 03 (three) members of the Board of Directors. The Chairperson of the committee is an Independent Director. The Company Secretary of the Company acts as the Secretary to the Audit Committee. The committee assists the Board of Directors in ensuring that the financial statements reflect true and fair view of the state of affairs of the company and in ensuring a congenial working method in the organization as per guidelines of the Regulators. In 2017-18 the committee conducted 04 (four) meetings.

**Audit Committee members are:**

Name & Designation	Status in the Committee
Rtn. Ghulam Mustafa - Independent Director	Chairperson
Mr. Mohammad Mohsin - Director	Member
Mr. Gazi Md. Shakhawat Hossain - Director	Member
Mr. Md. Sharif Hasan ACS- Company Secretary	Secretary to the Committee

**Roles and responsibilities of the Audit Committee**

The Roles and responsibilities of the Audit Committee are as follows:

- Oversee the financial reporting process.
- Monitor choice of accounting policies and principles.
- Monitor Internal Audit and Compliance process to ensure that it is adequately resourced, including approval of the Internal Audit and Compliance Plan and review of the Internal Audit and Compliance Report.
- Oversee hiring and performance of external Auditors.
- Hold meeting with the external or statutory auditors for review of the annual financial statements before submission to the Board for approval or adaption.
- Review along with the management, the annual financial statements before submission to the Board for approval.
- Review along with the management, the quarterly and half yearly financial statements before submission to the Board for approval.
- Review the adequacy of internal audit function.
- Review statement of significant related party transactions submitted by the management.
- Review Management Letters or Letter of Internal Control weakness issued by statutory auditors.
- oversee the determination of audit fees based on scope and magnitude, level of expertise deployed and time required for effective audit and evaluate the performance of external auditors.
- To review whether all the applicable Rules, Regulations, Guidelines, Notifications, Directives, etc. issued by the regulatory authorities have been complied with.
- Other matters as per Terms of Reference (TOR) of the Audit Committee and also as
- directed by the Board, from time to time.



**b) Nomination and Remuneration Committee (NRC)**

In compliance with the section 6 (2) (a)(b) of the new Corporate Governance Code of the Commission, the Board of Directors

constituted the Nomination and Remuneration Committee. The Committee is comprised of 04 (four) members of the Board of Directors. The Chairperson of the committee is an Independent Director. Company Secretary of the Company acts as the Secretary to the Nomination and Remuneration Committee. The Committee has been constituted by the Board of Directors to assist the Board in formulation of the nomination criteria or policy for determining qualifications, positive attributes, experiences and independence of directors and top level executive as well as a policy for formal process of considering remuneration of directors, top level executives. As per the Corporate Governance Code, in the financial year 2017-18 the committee conducted 01 (one) meeting fulfilling the conditions no. 6 (2) (h).

The Nomination and Remuneration Committee of the Board of Directors consists of the following Members:

Sl. No.	Name	Position in the Committee
01.	Mr. K. Mahmood Sattar -Independent Director	Chairperson
02.	Mr. Md. Khaled Noor -Director	Member
03.	Mr. Mohammad Mohsin-Director	Member
04.	Mr. Gazi Md. Shakhawat Hossain- Director	Member
05.	Mr. Md. Sharif Hasan ACS- Company Secretary	Secretary to the Committee



#### Role of the Nomination and Remuneration Committee:

- NRC shall be independent and responsible or accountable to the Board and to the shareholders;
- NRC shall oversee, among others, the following matters and make report with recommendation to the Board:
  - (i) Formulating the criteria for determining qualifications, positive attributes and independence of a director and recommend a policy to the Board, relating to the remuneration of the directors, top level executive, considering the following:
    - The level and composition of remuneration is reasonable and sufficient to attract, retain and motivate suitable directors to run the company successfully;
    - The relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and

- Remuneration to directors, top level executive involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the company and its goals;
- (ii) Devising a policy on Board's diversity taking into consideration age, gender, experience, ethnicity, educational background and nationality;
- (iii) Identifying persons who are qualified to become directors and who may be appointed in top level executive position in accordance with the criteria laid down, and recommend their appointment and removal to the Board;
- (iv) Formulating the criteria for evaluation of performance of independent directors and the Board;
- (v) Identifying the company's needs for employees at different levels and determine their selection, transfer or replacement and promotion criteria; and
- (vi) Developing, recommending and reviewing annually the company's human resources and training policies;
- The company shall disclose the nomination and remuneration policy and the evaluation criteria and activities of NRC during the year at a glance in its annual report.

#### c) Executive Committee:

The Executive Committee is entrusted with the day-to-day management of the Company. The Executive Committee is chaired by the Managing Director and comprises with key senior executives. The Executive Committee, as the Company's management body, is committed to serving the interests of the Company and achieving sustainable growth in Company value.

The members of the Executive Committee are collectively accountable for the entire management of the Company and decide on the basic issues of business policy and corporate strategy. The Committee meets in every week to review the business performance of the Company and take decisions as deemed appropriate.

Name & Designation	Status in the Committee
Mr. Mohd. Noor Ali - Managing Director	Chairperson
Mr. Mohammad Mohsin - Director	Member
Mr. Gazi Md. Shakhawat Hossain - Director	Member
Mr. Mohammad Golam Sarwar FCA, Director -Operations	Member
Mr. Md. Sharif Hasan ACS, Company Secretary	Secretary to the Committee

#### d) Risk Management Committee:

The Risk Management Committee (RMC) is headed by the Independent Director, Directors and consists of knowledgeable cross functional managers including General Manager and Residence Manager of The Westin Dhaka who drive an

effective risk management framework in the Company. The risk controllers periodically review the departmental risks and report to RMC. The RMC reviews the functional risks two times a year, identifies the Company's key risks and ensures that adequate action plans are in place to mitigate the risks. The key risks of the Company are then endorsed by the Audit Committee and then ratified by the Board as far as effective risk management is concerned. In order to ensure effective risk management within the Company, the RMC is responsible for reviewing risks, maintaining an appropriate level of awareness throughout the Company and ensuring effectiveness of the risk management process. The Company maintains a risk register where all the associated risks as well as action plans are recorded.

**Risk Management Committee members are:**

Name & Designation	Status in the Committee
Mr. K MahmoodSattar - Independent Director	Chairperson
Ms. Nadiha Ali - Director	Member
Mr. Chowdhury NafeezSarafat - Director	Member
Mr. Md. Sharif Hasan ACS, Company Secretary	Secretary to the Committee

**e) CSR Committee:**

The Board Corporate Social Responsibility (CSR) Committee is comprised of four members, of which, an Independent Director is the member. The purpose of the Board CSR Committee is to ensure long term sustainability of the Company aspirations and management of the Company's CSR initiatives.

The initiatives are managed in a way that secures business stability, sustain positive image and reputation of the Company and establishes the Company's commitment to the nation at large. The CSR committee met two times in this financial year. The initiatives are all aligned with the SDG's and we are contributing to fulfilling the Government's commitment to the nation at large.

**The Committee members are:**

Name & Designation	Status in the Committee
Mrs. Salina Ali - Director	Chairperson
Rtn. Ghulam Mustafa – Independent Director	Member
Mr. Md. Khaled Noor - Director	Member
Mr. Chowdhury Nafeez Sarafat - Director	Member
Mr. Md. Sharif Hasan ACS, Company Secretary	Secretary to the Committee

**Reporting by the Committees to the Board:**

Each committee regularly reports on their work to the Board. After confirmation of the decisions in the committee the

confirmed minutes placed before the Board for ratification. As a minimum, the report includes a summary of the matters addressed and the measures undertaken by the committee.

**Financial Reporting and Transparency:**

Financial statements have been prepared in line with the International Financial Reporting Standards (IFRS) / Bangladesh Financial Reporting Standards (BFRS). Financial data is circulated as appropriate within and outside the organization. The timely publication of quarterly, half yearly and annual financial statements with comprehensive details beyond the statutory requirements has been a salient feature of the financial reporting system. The financial statements included in this annual report have been audited by M/S. HowladarYunus& Co., Chartered Accountants member firm of Grant Thornton International Ltd.

Chief Financial Officer and Company Secretary is responsible for instituting a system of internal controls to ensure the effective implementation of all policies and decisions of the Board. The Board ensures that the CFO and Company Secretary maintains full and effective control of all significant strategic, financial, organizational and compliance issues.

**Communication with Shareholders:**

The Company encourages communications with shareholders throughout the year and welcomes their participation at shareholders' meeting. Four times each year, Unique Hotel & Resorts Limited reports to its shareholders regarding its business, financial position and earnings. An Annual General Meeting normally takes place within the first six months of each fiscal year. Among other things, the Annual General Meeting decides on the appropriation of net income, election of the Board members and the appointment of the Auditors. Amendments to the Memorandum and Articles of Association and any change in the Company's paid up capital structure are approved exclusively at the Annual General Meeting and are implemented by the Board.

**Quarterly/Yearly Results:**

Shareholders are provided with Quarterly Financial Statements, Half Yearly Financial Statements and the Annual Report, which the Company considers as its principal communication with them and other stakeholders. The quarterly results of the Company are published in the newspapers. Yearly results are generally published and emailed to the shareholders' email addresses through online. These reports are also available on the Company's website - [www.uhrlbd.com](http://www.uhrlbd.com).

**Code of Ethics and Compliance with the Law:**

Ethical business conduct and compliance with applicable laws and regulations are fundamental aspects of Unique Hotel & Resorts Limited. To this end, the Company has established procedures to ensure compliance with all applicable statutory and regulatory requirements. Relevant officials are responsible for ensuring proper compliance with applicable laws and regulations and this is being followed by the Company.

Independent Corporate Governance Compliance Auditor M/S. ARTISAN, Chartered Accountant appointed by the Board to conduct Corporate Governance Compliance Certification as per requirement of Bangladesh Securities & Exchange Commission (BSEC). Accordingly, M/S. ARTISAN, Chartered Accountant after their examination issued a Compliance certificate which has been shown in page- 100 of the Annual Report.

As an organization, our values include integrity, self determination and valuing people. Our company has specified corporate values and stipulated a code of ethics for employees, ensuring that the latter maintain the highest integrity and comply with the relevant laws and ethical principles. Therefore, the Company considers the significance of ethical, human and environmental matters in the conduct of its business.

**Code of Conduct for the Chairperson, other Board members and Managing Director and / or Chief Executive Officer:**

In compliance with the conditions, i.e., Corporate Governance Code no. 7 the Board of Unique Hotel & Resorts Limited established 'Code of Conduct' for its Chairperson, other Board members and Managing Director and / or Chief Executive Officer based on the recommendation of the Nomination and Remuneration Committee (NRC) upon condition no.6 issued by the Bangladesh Securities and Exchange Commission (BSEC) known as Corporate Governance Code.

The Code intended to serve as a source of guiding principles for Directors. Directors should bring questions about particular circumstances involving any Director that may implicate one or more of the provisions of this Code. The Company Secretary who will discuss such questions, as appropriate, with the Chairperson of the Board, the Chair of the Corporate Governance Committee and /or other inside or outside legal counsel. The Board will not permit any waiver of this Code for any Director.

**(a) Conflict of Interest:**

Directors avoid any conflict of interest as described below between the director and the company. Any situation that involves or may reasonably be expected to involve a conflict of interest with the Company should be disclosed promptly to the Company Secretary. The Company Secretary will discuss such matters with the chairman of the Board for evaluation and appropriate resolution, which may include the requested resignation of the director.

A "conflict of interest" can occur when a director's personal interest interferes in any way with or may appear to interfere in any way with- the interest of the company as a whole. Conflicts of interest may also arise when a director or a member of his or her immediate family receives personal benefit outside of the compensation or reimbursement program approved by the board as a result of his or her position as a director of the company. This Code does not attempt to describe all possible conflict of interest that could develop. Some of the more common conflicts, which director must avoid, however, are out below.

**(i) Relationship of the Company with third parties:**

Directors are not engage in any conduct or activities that are inconsistent with the company's best interests or that disrupt or impair the Company's relationship with any person or entity with which the Company has entered into, or propose to inter into, a business or contractual relationship. This prohibition includes any such third parties related to potential corporate opportunities as discussed further in section (B).

**(ii) Compensation from non-Company sources:**

Directors are not accept compensation in any form for service performed for the Company from any source other than Company.

**(iii) Gifts:**

Director and Member of their families are not accept gifts from person or entities who deal with rather Company where any such gifts are being made in order to influence the directors' action as a member of the Board, or where acceptance of the gift could create the appearance of a conflict of interest.

**(iv) Personal use of Company assets:**

Directors are not use company assets, labour or information for personal use unless approved as a part of a compensation or expense reimbursement program available to all Directors.

(v) **Loan or guarantees:**

Directors are not accept loans, or any other guaranty of an obligation, from the Company.

**(B) Corporate Opportunities:**

Directors owe a duty to the Company to advance its legitimate interest when the opportunity to do so arises. Directors are therefore prohibited from: (a) taking for themselves opportunity that are discovered through the use of Company property, information, their position as a director; (b) using the Company property, information or there position for personal or professional gain for themselves or an employer; and (c) competing or helping an employer compete with the Company, including compensating for the business opportunities, provided, however, if the Company's disinterested director determine that the Company will not peruse an opportunity that relates to the Company's business, a director may do so if the disclosure and abstention procedures set forth in section 1 have been followed.

**(C) Confidentiality:**

As a member of the board, director often learn of confidential or proprietary information about the Company, its customers, prospective customers or other third parties. Directors are maintain the confidentiality of such information entrusted to them by the Company and any other confidential information about the Company that comes to them from whatever source in their capacity as a director except when disclosure is authorized or legally mandated.

**(D) Active Participation:**

Boards of Directors areexercising the duties and responsibilities of the positionswith integrality, collegiality and care. This includes:

- ◆ Making attendance at all meetings of the Board, as far as possible, on a high priority.
- ◆ Being prepared to discuss the issues and business of the agenda, and having read all background materials relevant to the topics at hand.
- ◆ Cooperating with and respecting the opinions of fellow Board members, and leaving personal prejudices out of all Board discussions, as well as supporting actions of the Board even the Board member personally did not support the action taken.
- ◆ Putting the interests of the organization above personal interests.
- ◆ Representing the organization in a positive and supportive manner at all times and in all places.
- ◆ Showing respect and courteous conduct in all Board and Committee meetings.

- ◆ Refraining from intruding on administrative issues that are the responsibilities of the management, except to monitor results and ensure that procedures and practices are consistently followed in line with Board policy.

**(E) Fair Dealing:**

In any dealing with the company's customers, suppliers, competitors and employees, directors endeavor to deal fairly. Director is not to take unfair advantage of anyone through manipulation, concealment, abuse of privileged or confidential information, misrepresentation of material facts, or any other unfair dealing practice.

**(F) Protection and Proper use of Assets :**

Directors protect the Company's assets and ensure their efficient use. Theft, carelessness and waste have a direct impact on the Company's profitability. A Director's use of Company assets is to be for legitimate business purpose related to the Company.

**(G) Compliance with Laws, Rules and Regulations; Insider Trading**

It is the Board's policy to comply with all applicable laws, rules and regulations. It is the personal responsibility of all Directors to adhere to the standards and restrictions imposes by those laws, rules and regulations.

In addition to being illegal and unethical, it is a violation of Board policy for a director to buy or sell stock or other securities while in proccession of "material non public information."This is true for UNIQUE HOTEL & RESORT LIMITED Stock or other securities, as well as stock or other securities of suppliers, customers, competitors, venture partners, acquisition candidates or other companies about which a director may passes non public material information. To help assure compliance with applicable laws relating to the trading of UNIQUE HOTEL & RESORT LIMITED securities, all transaction in company securities by directors must be approved in advanced by the Complainece Officer. Any director who is uncertain about the requirement regarding the purchase or sale of any UNIQUE HOTEL & RESORT LIMITED securities or any securities of issue that he or she is familiar with by virtue of his or her position on the board consult with appropriate insider counsel before making any such purchase or sale.

**(H) Encouraging the Reporting of Illegal or Unethical Behavior**

Directorsare practicing and promoting ethical behavior.

Moreover, through the adoption of this Code, the Board hereby (a) affirms its expectation that employees talk to supervisors, managers and other appropriate personnel when in doubt about the best course of action in a particular situation; (b) affirm its expectation that employees report to appropriate personnel violation of laws, rules, regulations or the Company's ethical and Business Conduct Policy application to the Company's employees; and (c) conforms that it will not condone retaliation for reports made in good faith.

#### (I) Public Disclosure of Information

All information in reports and documents that the Company files with or submits to the Securities and Exchange Commission is required to be full, fair, accurate, timely, and understandable. This standard also applies to other public communication made by the company. All directors consider this requirement in carrying out his or her Board duties.

#### (J) Amendment, Modification and Waiver

This Code may be amended, modified or waived by the UNIQUE HOTEL & RESORT LIMITED. Board of Directors, subject to the disclosure and other provisions of the Securities and Exchange Ordinance, 1969 and the rules there under and the applicable rules of Dhaka Stock Exchange (DSE) or Chittagong Stock Exchange (CSE) where company's securities are traded. As a general policy, the Board of Directors not grant waivers to the Code, unless it is considered being necessary to waive any condition of these Codes, for the interest of the company, its operation and practical reason.

#### (K) Compliance Procedures

Directors communicate any suspected violations of this code promptly to the Company Secretary. The Company Secretary usually reviews the matter with (i) the chairman of the Board; (ii) the Chairman of the Nominating and Corporate Governance Committee, if the suspected violation involves the Chairman of the Committee, and (iii) the Chairman of the Audit Committee if the suspected violation involves the Chair of the Nomination and Corporate Governance Committee, the Company Secretary may review the suspected violation with any and all other directors as appropriate. Potential violations of this Code reported to the Board will be investigated by the Board or by a person designated by the Board and appropriate action will be taken in the event it is determined that violation of this Code has occurred.

The code of conduct as determined by the NRC has been posted on the website of the company [www.uhrlbd.com](http://www.uhrlbd.com) including, among others, prudent conduct and behavior; confidentiality; conflict of interest; compliance with laws, rules and regulations; prohibition of insider trading;

relationship with environment, employees, customers and suppliers; and independency.

#### Subsidiary Company

Regarding the Governance of Board of Directors of Subsidiary Company, Unique Hotel and Resorts Limited has no Subsidiary Company at present.

#### Managing Director (MD) or Chief Executive Officer (CEO), Chief Financial Officer (CFO), Head of Internal Audit and Compliance (HIAC) and Company Secretary (CS).

#### Appointment

(a) The Board has appointed the Managing Director (MD), Company Secretary (CS), Chief Financial Officer (CFO) and Head of Internal Audit and Compliance (HIAC).

#### (b) Different Individuals:

The positions of the Managing Director (MD), Company Secretary (CS), Chief Financial Officer (CFO) and Head of Internal Audit and Compliance (HIAC) filled by different individuals.

#### (c) Holding of Executive Position:

The Company Secretary (CS) and Chief Financial Officer (CFO) of the company is not hold any executive position in any other company at the same time.

#### (d) Roles, responsibilities and duties of the CFO, the HIAC and the CS:

The Board shall clearly define respective roles, responsibilities and duties of the CFO, the HIAC and the CS;

#### Roles, Responsibilities & Duties of Chief Financial Officer (CFO), Head of Internal Audit & Company Secretary (CS)

#### A. Head of Accounts & Finance/Chief Financial Officer (CFO)

The Chief Financial Officer (CFO) provides both operational and programmatic support to the organization. The CFO supervises the finance unit and is the chief financial spokesperson for the organization. The CFO reports directly to the President/Chief Executive Officer (CEO) and directly assists the Chief Operating Officer (COO) on all strategic and tactical matters as they relate to budget management, cost benefit analysis, forecasting needs and the securing of new funding.

#### Essential Roles, Responsibilities and Duties

- Assist in performing all tasks necessary to achieve the organization's mission and help execute staff succession and growth plans.
- Train the Finance Unit and other staff on raising awareness and knowledge of financial management matters.



- Work with the President/CEO on the strategic vision including fostering and cultivating stakeholder relationships as well as assisting in the development and negotiation of contracts.
- Assess the benefits of all prospective contracts and advise the Executive Team on programmatic design and implementation matters.
- Ensure adequate controls are installed and that substantiating documentation is approved and available such that all purchases may pass independent audits.
- Oversee the management and coordination of all fiscal reporting activities for the organization including: Revenue/Expense and balance sheet reports etc.
- Oversee all purchasing and payroll activity for staff and participants.
- Develop and maintain systems of internal controls to safeguard financial assets of the organization.
- Oversee the coordination and activities of independent auditors and the preparation of the annual financial statements is in accordance with Generally Accepted Accounting Principle (GAAP), Bangladesh Accounting Standard (BAS) and Bangladesh Standard on Auditing and BFRS etc.
- Attend Board and Sub-committee meetings; including being the lead staff on the Audit/Finance Committee.
- Monitor banking activities of the organization.
- Ensure adequate cash flow to meet the organization's needs.
- Serve as one of the trustees and oversee administration and financial reporting of the organization's Savings and Retirement Plan.
- Investigate cost-effective benefit plans and other fringe benefits which the organization may offer employees and potential employees with the goal of attracting and retaining qualified individuals.
- Oversee the production of monthly reports including reconciliations with Banks as well as financial statements and cash flow projections and annual budgets for use by Executive management, as well as the Audit/Finance Committee and Board of Directors.
- Assist in the design, implementation, and timely calculations of wage incentives, commissions, and salaries for the staff.
- Oversee Accounts Payable and Accounts Receivable and ensure a recovery plan is in place.
- Oversee the maintenance of the inventory of all fixed assets, including assets purchased with government funds (computers, etc.) assuring all are in accordance with federal regulations.

#### B. Head of Internal Audit

Head of Internal Auditor maintain and develop a strategic audit framework based on an understanding of the risks that the organization is exposed to and develop an audit plan incorporating risks identified via internal audit and risk workshops and to promote higher standards of risk management and value for money through the organization.

#### Roles, Responsibilities & Duties of Head of Internal Audit

- Plans and conducts operational, financial and compliance audits to evaluate the effectiveness of internal controls.
- Determine compliance with selected policies, procedures, and regulations.
- Make written recommendations to senior administrators to increase efficiency and/or effectiveness of the control systems of functions reviewed.
- Plan and conduct audits to assess controls, operational efficiencies and compliance with selected policies, procedures and regulations.
- Resolve audit problems that occur and develop modifications to coverage and schedule.
- Perform special investigations as requested by the Chairman or Managing Director.
- Consults with administrators and staff at all levels to promote good business practices.
- To take the lead in investigating reported misuse of funds.
- To promote improved standards of financial control and value-for-money.
- To enhance the quality and extent of the partner external audit and financial accompanier function.
- To co-ordinate the external audit approach of the agency, through liaison with the external auditors, to ensure the most efficient and effective use of audit resources.
- To report twice yearly on the results of the Internal Audit Department to the Finance and Audit Committee.
- To maintain a professional audit staff with sufficient knowledge, skills and experience.
- To carry out the plan and to manage and develop the staff in the team so that their potential is maximized.
- Research and keep abreast of legislative issues, new audit regulations/trends and audit methodology. Discuss updates of new regulations with Chairman, Managing Director and relevant departments.
- Assist in developing annual audit plan and submit to Chairman, Managing Director for review and approval.

- Assist external auditors as appropriate. Assist in coordinating the Company's response to audit findings and recommendations.
- Conduct periodic training workshops to promote awareness of internal controls and to discuss changes in policies that will impact the system flow of information.
- Participate in various committees or task forces geared to policy/procedure development and operational improvements.
- Supervise and guide staff in support of the Company's mission and audit initiatives.

### C. Company Secretary (CS)

The company secretary is responsible for ensuring that the administrative responsibilities set out in company law and the articles of association are properly carried out. The post has no executive or management responsibilities unless these are explicitly delegated by the Board of Directors. So a company secretary cannot, for example, authorize expenditure, borrow money, alter registers or appoint auditors without the authority of the directors or company members. In addition to ensuring that the company complies with the law and observes its own regulations, a company secretary may be assigned other functions in the company's articles of association or they may be delegated by the company's directors. A number of duties are imposed on the company secretary by the Companies Acts.

A company secretary who attends general meetings of the company's members has no vote unless he or she is a member of the company, and a company secretary who attends meetings of the governing body has no vote unless he or she is also a company director. Although a company secretary may have no say in the company's decisions, he or she is an officer for the purposes of company law and can be held liable in the same way as a company director for breach of company law duties.

A Company Secretary is an important official who ensures that best management practices and work ethics are followed to create wealth creation for the company. He is the one who represents the company for internal and external stakeholders, co-ordinates the policies of the company and management function, guides on the strategic decisions for the betterment and growth of the company like merger, acquisition and joint collaboration.

#### Roles, Responsibilities & Duties of the Company Secretary (CS)

- To organize board meetings, informing board of Directors about the awaiting meeting, formulating the agenda of the meeting with Chairperson and/or Chief Executive, compiling the minutes of the meeting and maintaining minute books.
- To ensure that Annual General Meetings (AGM) are held as per the Companies Act and the companies' Article of Association. Company Secretary is responsible for issuing notices of meetings, distribution of proxy forms, helping directors update themselves and getting prepared in case any shareholder ask questions, helping directors prepare briefing material and ensuring that security arrangements are done for the meeting. During the meeting, they have to ensure that proxy forms are processed properly, voting is carried out properly and recording the minutes of the meeting.
- To ensure that the Memorandum and Articles of Association is properly complied with. In case any amendments are issued, they have to make sure that they are implemented in the right manner.
- To maintain relations with Bangladesh Securities & Exchange Commission (BSEC), Dhaka Stock Exchange (DSE), Chittagong Stock Exchange (CSE), and the respective regulatory bodies. And he/she is responsible for relaying information regarding the company to the market.
- To maintain the statutory registers regarding the members, Company charges, Directors and Secretary, Directors' interests in shares and debentures, interests in voting shares and debenture holders.
- To file annual returns, amended Memorandum and Articles of Association, return of allotments, notices of appointments, removal and resignation of directors and the secretary, notices of removal or resignation of the auditors, change of registered office and resolutions in accordance with the Companies Act with the Registrar of Joint Stock Companies and Firms (RJSC).
- To publish of the Company's annual report and accounts.
- To maintain the company's register of members, deal with questions of the shareholders and transfer of shareholding etc.,
- To communicate with shareholders regularly both individual and institutional through circulars and notices, and ensure the payment of dividends and interest.
- To keep an eye on register of members in case any stakeholder is aiming at taking over the Company.
- To play a key role in implementing acquisitions, disposals and mergers. They have to make sure that proper documentation is in place and proper commercial evaluation is done.
- To make sure that the procedure for appointment of directors is followed properly.
- To ensure that the newly-appointed directors have a proper induction and special training organized, if the need be.

- To provide all types of support and guidance to the Directors, helping them in discharging their duties.
- To ensure that all statutory and regulatory requirements are properly complied with. They play a key role in ensuring that the decisions of the Board on the whole are properly implemented and communicated within the organization and advise the company and its board of Directors on business ethics and corporate governance.
- To ensure that the interest of the stakeholders are safeguarded and should communicate with them on regular basis.
- To comply with the Company's obligations under the Companies Acts.
- To make contracts within his or her own sphere of competence i.e. the day to day administration of the Company, if authorized to do so by the Directors of the Company.

#### Dissemination of Information:

The Managing Director (MD), Company Secretary (CS), Chief Financial Officer (CFO) and Head of Internal Audit and Compliance (HIAC), if removed from their position without approval of the Board. Unique Hotel and Resorts Limited immediately disseminate such information to the Commission and stockexchange(s).

#### Requirement to attend Board of Directors' Meetings

The Managing Director (MD), Company Secretary (CS), Chief Financial Officer (CFO) and Head of Internal Audit and Compliance (HIAC) of the company is attending the meetings of the Board. If any matter/ agenda consideration is relating to the above official, they did not attend such part of the meeting of the Board.

#### Internal Audit:

Internal Audit supports the Company in achieving its objectives by bringing a systematic and disciplined approach to evaluate and improve the effectiveness of its risk management, control and governance processes. In order to ensure organizational independence of Internal Audit, the head of Internal Audit reports functionally to the Audit Committee and administratively to the Managing Director. Internal Audit team regularly monitors whether the appropriate Accounting Policies have been consistently applied in preparation of the financial statements. Bangladesh Accounting Standard and International Accounting Standards, as applicable in Bangladesh, have

been followed and adequately disclosed. Internal audit is being carried out by HodaVasi Chowdhury & Co., a renowned Chartered Accountancy firm in Bangladesh, along with internal audit team of The Westin Dhaka.

#### Reporting and Compliance of Corporate Governance and Statutory audit:

The company obtained a Corporate Governance certificate from a practicing Professional Accountant i.e., M/S. ARTISAN, Chartered Accountants firm which is incorporated in the page no. 101 of the annual report. The professional firm M/S. ARTISAN, Chartered Accountants will provide the certificate on compliance of this Corporate Governance Code in the next year as the Board of Directors recommended for appointment subject to the shareholders approval in the annual general meeting

#### Rotation of the Directors:

Pursuant to section 91(1) of the companies Act, 1994 and clause no. 104 of the Article of Association of the Company, one third of the Directors, shall retire by rotation in every ordinary general meeting. Accordingly, three directors of the Company will retire in the ensuing 17th Annual General Meeting. The retiring Directors are Mrs. Salina Ali, Director, Ms. Nadiha Ali, Director and Mr. Gazi Md. Shakhawat Hossain, Director.

Upon application for becoming the member of the Board, the Board of Directors recommended Ms. Nabila Ali, one of the shareholder of the Company as Director and Unique Eastern (Pvt.) Limited nominated another representative Mr. Mohammad Golam Sarwar, FCA to represent in the Board of Unique Hotel & Resorts Limited on behalf of Unique Eastern (Pvt.) Limited.

As per the Corporate Governance Code condition no. 1(2) (e), notification dated 03 June 2018 of Bangladesh Securities and Exchange Commission (BSEC) that the tenure of office of an Independent Director shall be for a period of 03 (three) years, which may be extended for 01 (one) term only. Accordingly Rtn. Ghulam Mustafa has completed his consecutive two tenures i.e. period of 06 (six) years and will retire in the ensuing AGM. The Board of Directors recommended Mr. Mohammed Forkan Uddin FCA for the post of Independent Director subject to the approval of the shareholders in the ensuing 17th Annual General Meeting.

**Going Concern:**

As per BAS-1 para 25, a company is required to make assessment at the end of each year to assess its capability to continue as a going concern. Management of the Company makes such assessment each year. The company has adequate resources to continue in operation for the foreseeable future and has wide coverage of its liabilities. For this reason, the Directors continue to adopt the going concern assumption while preparing the financial statements.

**Website of the Company**

The company have an official website [www.uhrlbd.com](http://www.uhrlbd.com) which is linked with the website of the stock exchange. The company make available the detailed disclosures on its website immediately as required under the listing regulations of the concerned stock exchange(s).

**Corporate Social Responsibility (CSR)**

Corporate social responsibility (CSR) is a business approach that contributes to sustainable development by delivering economic, social and environmental benefits for all stakeholders. It is represented by the contributions undertaken by companies to society through its business activities and its social investment. It is further defined as

the integration of business operations and values, whereby the interests of all stakeholders including investors, customers, employees, the community and the environment are reflected in the company's policies & actions. CSR is about how businesses align their values and behavior with the expectation of stakeholders, not just customers, and investors, but also employees, suppliers, communities, regulators, special interest groups, and society as a whole. It is the Company's commitment to being accountable to its stakeholders for the betterment around us. We are delighted to inform that during this period July 2016 to June 2017 Unique Hotel & Resorts Limited contributed the followings to the society:

During the period the Company spent Taka 26,000,000 approximately for various national development purposes. Some of those CSRs are presented here. We donated Taka 5,000,000 to Thalassemia Foundation Hospital. We sponsored Taka 100,000 to the Institute of Chartered Accountants of Bangladesh (ICAB) for best presented annual report 2016-17 program, Taka 1,500,000 to Old Faujians Association in the Diamond Jubilee celebration program of Faujdarhat Cadet College. Furthermore, an amount of Taka 500,000 was donated to Bangladesh Volleyball Federation for Bangabandhu International Volleyball Championship -2018.

