

## DIRECTORS REPORT TO THE SHAREHOLDERS

Dear Valued Shareholders,  
AssalamuAlaikum,

The Board of Directors is pleased to present the Annual Report 2017-18 and the audited financial statements of the Company for the financial year ended 30 June 2018 together with the Statutory Auditors' and Corporate Governance Compliance Report thereon. The Directors' Report has been prepared in compliance with section 184 of the Companies Act 1994 and Bangladesh Securities and Exchange Commission's Corporate Governance Code 2018, the Listing Regulations of Dhaka and Chittagong Stock Exchanges and other applicable rules and Regulations. Moreover, the Directors are pleased to explain and disclose some issues, which they consider relevant to ensure more transparency in this regard. The Directors believe the report will give greater insights of the Company's performance during the year under review.

### Industry Outlook

Unique Hotel & Resorts Limited successfully overcame the deteriorated situation and the effect of the notorious terrorist attract at the Holey Artisan Bakery in Gulshan area. Despite tough competition and uncertainty, Unique Hotel & Resorts Limited continued to perform well during the financial year 2017-18. The Company has been able to keep up strong

position in all key areas covering good asset quality, sound management, good earnings and market leadership. It has also been the number one institution in hospitality management and tourism sector with the highest level of reputation in the country. UHRL earned the operating profit of Tk.1010.75 million by the efficient operation and dynamic management of Unique Hotel & Resorts Limited as compared to other hotels. I would like to congratulate each and every official and employee of the Company and Westin Dhaka, without whom this performance would not have been possible.

The country's hospitality industry has become very competitive like many other industries as a couple of new famous brand hotels with huge number of keys have recently been added. We are very vigilant about the future state of competition and have prepared ourselves to face the new challenges.

Despite all of these hazards and future state of competition, we are optimistic about the Company's future and about our ability to continue to deliver superior returns to our shareholders in the coming year. Now we have already established the Brand "The Westin Dhaka" as the hotel of "First choice" for the foreign and local clients.

### Financial Performance

The Directors take pleasure in reporting the Financial Results of the Company for the financial year ended 30 June 2018 as follows:

Particulars	2017-18	2016-17
Revenue	2,036,049,611	1,677,431,005
Cost of Goods Sold	(491,201,228)	(407,748,259)
Gross Profit	1,544,848,383	1,269,682,746
Profit before tax	835,698,754	723,829,400
Net Profit after tax	592,933,796	530,754,872
Earnings per share (EPS)	2.01	1.80

### Key financial position at a glance for the last 05 (five) years:

Particulars	30.06.2018	30.06.2017	30.06.2016	31.12.2014	31.12.2013
Authorized Capital	10,000,000,000	10,000,000,000	10,000,000,000	10,000,000,000	10,000,000,000
Paid-up Capital	2,944,000,000	2,944,000,000	2,944,000,000	2,944,000,000	2,944,000,000
Total Shareholders' Equity	26,147,514,216	26,148,376,352	26,273,160,832	25,830,865,873	25,730,957,059
Net Asset Value Per Share (NAVPS)	88.82	88.82	89.24	87.74	87.40

The statement of operating results of the company is as follows:

Particulars	Amount in Taka				
	30.06.2018	30.06.2017	30.06.2016	31.12.2014	31.12.2013
<b>Revenue</b>	<b>2,036,049,611</b>	<b>1,677,431,005</b>	<b>1,941,936,136</b>	<b>2,122,503,681</b>	<b>1,924,218,446</b>
Costs of Sales	(491,201,228)	(407,748,259)	(445,596,600)	(430,598,024)	(403,525,375)
<b>Gross Profit</b>	<b>1,544,848,383</b>	<b>1,269,682,746</b>	<b>1,496,339,536</b>	<b>1,691,905,657</b>	<b>1,520,693,071</b>
Administrative and other Expenses	(534,096,850)	(448,107,129)	(498,824,574)	(531,343,858)	(516,573,845)
<b>Operating Profit</b>	<b>1,010,751,533</b>	<b>821,575,617</b>	<b>997,514,962</b>	<b>1,160,561,799</b>	<b>1,004,119,226</b>
Corporate office expenses	(270,433,386)	(278,249,552)	(285,877,621)	(286,551,484)	(360,831,146)
Other Income	162,200,615	151,211,742	147,261,818	118,016,551	126,578,619
Gain/(loss) on disposal of Shares	(40,453,257)	20,263,754	4,448,646	-	431,050
Interest income, net	15,418,187	47,124,124	(1,891,570)	356,927,761	563,228,597
Worker's profit Participation fund	(41,784,938)	(38,096,284)	-	-	-
<b>Profit Before Tax</b>	<b>835,698,754</b>	<b>723,829,400</b>	<b>861,456,235</b>	<b>1,348,954,626</b>	<b>1,333,526,346</b>
Provision for Income tax	(242,764,959)	(193,074,529)	(230,856,631)	(386,157,738)	(319,454,913)
<b>Net profit after Tax</b>	<b>592,933,796</b>	<b>530,754,872</b>	<b>630,599,604</b>	<b>962,796,889</b>	<b>1,014,071,433</b>
<b>Total Comprehensive Income</b>	<b>592,933,796</b>	<b>530,754,872</b>	<b>630,599,604</b>	<b>962,796,889</b>	<b>1,014,071,433</b>

#### Dividend:

On the basis of the performance of the Company and the current capital market scenario, the Board has recommended @22% cash Dividend for the shareholders (BDT 2.20 per share) for the year 2017-18, subject to the approval of the shareholder in the 17th Annual General Meeting of the Company scheduled to be held on 06 December 2018. According to the recommendation, the proposed cash dividend is BDT647.68 million and out of this BDT55.93 million will be paid from the reserve fund. History of our dividend payment for the last four years is as follows:

Year	Dividend Payout (%)
2013	25% Cash Dividend
2014	20% Cash Dividend
2015-16	22% Cash Dividend
2016-17	20% Cash Dividend
2017-18 (Proposed)	22% Cash Dividend

We are committed to keeping continuity and consistency in the payment of dividend vis-à-vis the market scenario in the coming years.

#### Share capital:

Authorized capital and paid up capital of the Company stood at BDT10,000.00 million and BDT2944.00 million respectively and the number of shares are 294.40 million at the end of fiscal year ended June 30, 2018.

#### Future Planning:

We have communicated to all of you through previous annual reports that two more five-star hotels will be established in the coming years. Of these, structural construction of one hotel has been completed and the interior work of this new hotel is at the final stage and fifty percent construction of another five star hotel's has been completed. Unique Hotel & Resorts Limited has already signed an agreement with Starwood Asia Pacific Hotels & Resorts Limited now Marriott International for The Sheraton Dhaka Banani and another agreement for 7 star hotel and serviced apartment (First in Bangladesh) named St. Regis Hotel & St. Regis Serviced Apartment. We are hopeful to inaugurate the Sheraton Dhaka Banani hotel within the end of the coming year.

We always try to provide the best quality service through innovative ideas. The management of Unique Hotel & Resorts is diversifying its portfolio by establishing a power project for which the Consortium of Unique Hotel & Resorts Limited, Guayama PR Holdings BV and Strategic Finance Limited has received the Letter of Intent (LOI) from Bangladesh Power Development Board for development of Gas/R-LNG based Combined Cycle Power Generation Facility for 600 MW(First phase) power project (584 MW Net) capacity at Meghnaghat, Narayanganj, Bangladesh on Build-Own-Operate (BOO) basis under the Power Purchase Agreement (PPA) following the Private Sector Power Generation Policy of Bangladesh for a period of 22 years from the date of Commencement of Commercial Operation. The sponsor and initial Shareholding

position of the Company is Unique Hotel & Resorts Limited (UHRL) with 65.01%, Guayama PR Holdings BV with 30% and Strategic Finance Limited with 4.99% shareholding. After successful completion of the first phase of at 600 MW, the consortium will go for the second phase 600 MW capacity power project. The Consortium has already signed the agreement with GE Power and remitted BDT 2720.00 million as per the agreement. The Company's another important project is Sonargaon Economic Zone Limited (SEZL) for which the pre-qualification certificate from Bangladesh Economic Zones Authority (BEZA) has already been obtained.

The ongoing projects of the Company are Sheraton Dhaka Banani Hotel at Banani, Hyatt Centric Dhaka Hotel at Gulshan, St. Regis Hotel & Serviced Apartment (7 Star Hotel) at South Park which is adjacent to the Westin Dhaka. As a part of diversifying its investment portfolio the Company has applied for 1200 MW Power project and already awarded the Letter of Intent (LOI) for 600 MW in the first phase and it will start its operation within the year 2021. The other important project is Sonargaon Economic Zone Limited (SEZL) at Meghnaghat, Sonargaon, Narayangong.

Unique Hotel & Resorts Limited (Owner of The Westin Dhaka) is working with immense motivation and innovation to lead the Company to a new spectrum that will serve as an example for not only the Bangladeshi but also the South Asian Hospitality sector. Our distinctive strength to achieve the vision is our dedicated and competent employees, which I always appreciate. I am also thankful to the Board of Directors for their visionary role and guidance.

#### Statement on compliance

The financial statements have been prepared in accordance with the applicable Bangladesh Accounting Standards (BASs) and Bangladesh Financial Reporting Standards (BFRSs) adopted by the Institute of Chartered Accountants of Bangladesh (ICAB) based on International Accounting Standards (IASs) and International Financial Reporting Standards (IFRSs), Bangladesh Securities & Exchange Commissions guidelines on Financial Reporting & Disclosures, the Companies Act 1994 and other applicable laws and regulations of the Country.

#### Other regulatory compliances

The Company is also required to comply with the following major laws and regulations in addition to the Companies Act 1994:

The Securities & Exchange Rules 1987,  
The Securities & Exchange Ordinance 1969,  
The Regulation of Dhaka Stock Exchange Limited and Chittagong Stock Exchange Limited,  
The Income Tax Ordinance 1984,  
The Income Tax Rules 1984,  
The Value Added Tax Act 1991,  
The Value Added Tax Rules 1991,  
The Customs Act 1969.

#### Structure, content and presentation of financial statements

Being the general purpose financial statements, the presentation of these financial statements is in accordance with the guidelines provided by BAS 1: "Presentation of Financial Statements". A complete set of financial statements comprises:

- i) Statement of Financial Position as at 30 June 2018,
- ii) Statement of Profit or Loss and Other Comprehensive Income for the year ended 30 June 2018,
- iii) Statement of Changes in Equity for the year ended 30 June 2018,
- iv) Statement of Cash Flows for the year ended 30 June 2018,
- v) Notes comprising a summary of significant accounting policies and other explanatory information to the financial statements for the year ended 30 June 2018,

#### 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.

#### Accrual Basis

The financial statements have been prepared, except cash flow information, using the accrual basis of accounting.

#### 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 Hoda Vasi Chowdhury & Co., a renowned Chartered Accountancy firm in Bangladesh, along with internal audit team of The Westin Dhaka.

#### Statutory Audit:

The statutory audit is governed by the Companies Act, 1994, The Bangladesh Securities and Exchange Commission's Ordinance, 1969, Bangladesh Securities and Exchange Commission's Rules 1987 and applicable laws of Bangladesh, which explicitly provide guidelines for the appointment, scope of work and retirement of auditors. M/s. S F Ahmed & Co., Chartered Accountants member firm of HLB International appointed as statutory auditor in the 16th Annual General Meeting by the shareholders and upon completion of one year they applied for re-appointment for the next year. As such, the Board of Directors recommended M/S. SF Ahmed & Co., Chartered Accountants for re-appointment as external auditor for the another year that is financial year 2018-19 subject to approval of the Shareholders in the ensuing 17th AGM of the Company scheduled to be held on 06 December 2018.

#### CG Compliance Audit:

Pursuant to the conditions of the Commission's Notification No. SEC/CMRRCD/2006-158/134/Admin/44 dated 07 August 2012 and newly issued Corporate Governance Code No. BSEC/CMRRCD/2006-158/207/Admin/80 dated 03 June 2018 issued under section 2CC of the Securities and Exchange Ordinance, 1969, each Company shall obtain a certificate from a practicing Professional Accountant / Secretary regarding compliance of conditions of Corporate Governance Guidelines of the Commission and shall send the same to the shareholders along with the Annual Report on yearly basis.

Consequently, three audit firms have expressed their interest to become the auditor for the year ended June 30, 2018. Among the three firms the Board of Directors appointed M/S. ARTISAN, Chartered Accountants as compliance auditor for certification of compliance on Corporate Governance for the year ended 30 June 2018. The Compliance Certificate is

obtained from M/S. ARTISAN, Chartered Accountants and certifies that the Company has duly complied with all the conditions of the regulatory requirements as stipulated in the new Corporate Governance Guidelines of Bangladesh Securities & Exchange Commission.

#### 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), the tenure of the 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. Md. Forkar Uddin FCA the post of Independent Director subject to the approval of the shareholders in the ensuing 17th Annual General Meeting.

#### Election / re-election of the Directors

Being eligible, Mrs. Salina Ali, shareholder Director holding 5.71% share of the paid share capital (16,800,056 number of ordinary share) and Mr. Gazi Md. Shakhawat Hossain, Nominee Director representing Unique Eastern (Pvt.) Limited holding 8.14% share of the paid share capital (23,965,431 number of ordinary share) offered themselves for re-election.

Ms. Nabila Ali one of the shareholder of the Company holding 6.53% share of the paid share capital (19,223,002 number of ordinary share) and Unique Eastern (Pvt.) Limited nominated another nominee Mr. Mohammad Golam Sarwar FCA representative to represent in the Board of Unique Hotel & Resorts Limited in addition of one representative.

**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.

**Board Meeting:**

The Board meets 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. The annexure- III shows the attendance record of the Board meetings held during the year. 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.

**Independent Director:**

The Company has complied with the notification of the Bangladesh Securities and Exchange Commission with regard to composition of the Board. Rtn. Ghulam Mustafa and Mr. K Mahmood Sattar are 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.

**Chairperson and Managing Director:**

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) guidelines, the roles of Chairman and Managing Director have been clearly defined by the Board of Directors.

**Board Committees:**

The Board has established various Board Committees to which it has delegated some of its responsibilities. 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 Chairman 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.

**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).

**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 of the Company.

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.

**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.

**e) Board 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 the financial 2017-18. The initiatives are all aligned with the SDG's and we are contributing to fulfilling the Government's commitment to the nation at large.

**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. S.F. Ahmed & Co., Chartered Accountants.

Chief Financial Officer, Company Secretary and Head of Internal Audit 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.

**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 01 July 2017 to 30 June 2018 Unique Hotel & Resorts Limited contributed the followings to the society:

**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. 1(7) (a) (b) 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.

**Award & Recognitions:**

Unique Hotel & Resorts Limited have been recognized by different national and international credible organizations and professional bodies for its accountability, transparency, good governance and fair disclosure to the stakeholders. UHRL received the "Certificate of Merit" award in 2014 & "First Prize" in 2017 in the Service Sector category from ICAB for Best Presented Annual Report 2013 and 2016-17 respectively and it won the "First Prize" of SAFA AWARD 2013 & SAFA AWARD 2017 in the Service Sector category from South Asian Federation of Accountants for Best Presented Annual Report and SAARC Anniversary Awards for Corporate Governance disclosures 2013 and 2017. It was awarded with "Silver Award" of 'ICSB Corporate Governance Excellence Award 2017' for Best Corporate Governance Practice in the Services Sector category. The Westin Dhaka won the prestigious World Luxury Award 2018 consecutively for the seven time in the category of Luxury Business Hotel. It also won the World SPA award in 2017 and 2018.

**Future Planning:**

We have communicated to all of you through previous annual reports that two more five-star hotels will be established in the coming years. Of these, structural construction of one hotel has been completed and the interior work of this new hotel is at the final stage and fifty percent construction of another five star hotel's has been completed. Unique Hotel & Resorts Limited has already signed an agreement with Starwood Asia Pacific Hotels & Resorts Limited now Marriott International for The Sheraton Dhaka Banani and another agreement for 7 star hotel and serviced apartment (First in Bangladesh) named St. Regis Hotel & St. Regis Serviced Apartment. We are hopeful to inaugurate the Sheraton Dhaka Banani hotel within the end of the coming year.

We always try to provide the best quality service through innovative ideas. The management of Unique Hotel & Resorts is diversifying its portfolio by establishing a power project for which the Consortium of Unique Hotel & Resorts Limited, Guayama PR Holdings BV and Strategic Finance Limited has received the Letter of Intent (LOI) from Bangladesh Power Development Board for development of Gas/R-LNG based Combined Cycle Power Generation Facility for 600 MW (First

phase) power project (584 MW Net) capacity at Meghnaghat, Narayanganj, Bangladesh on Build-Own-Operate (BOO) basis under the Power Purchase Agreement (PPA) following the Private Sector Power Generation Policy of Bangladesh for a period of 22 years from the date of Commencement of Commercial Operation. The sponsor and initial Shareholding position of the Company is Unique Hotel & Resorts Limited (UHRL) with 65.01%, Guayama PR Holdings BV with 30% and Strategic Finance Limited with 4.99% shareholding. After successful completion of the first phase of at 600 MW, the consortium will go for the second phase 600 MW capacity power project. The Consortium has already signed the agreement with GE Power and remitted BDT2720.00 million as advance equivalent to 10% of the EPC contract value as per the agreement. The Company's another important project is Sonargaon Economic Zone Limited (SEZL) for which the pre-qualification certificate from Bangladesh Economic Zones Authority (BEZA) has already been obtained.

The ongoing projects of the Company are Sheraton Dhaka Banani Hotel at Banani, Hyatt Centric Dhaka Hotel at Gulshan, St. Regis Hotel & Serviced Apartment (7 Star Hotel) at South Park which is adjacent to the Westin Dhaka. As a part of diversifying its investment portfolio the Company has applied for 1200 MW Power project and already awarded the Letter of Intent (LOI) for 600 MW in the first phase and it will start its operation within the year 2021. The other important project is Sonargaon Economic Zone Limited (SEZL) at Meghnaghat,

Sonargaon, Narayanganj. Unique Hotel & Resorts Limited (Owner of The Westin Dhaka) is working with immense motivation and innovation to lead the Company to a new spectrum that will serve as an example for not only the Bangladeshi but also the South Asian Hospitality sector. Our distinctive strength to achieve the vision is our dedicated and competent employees, which I always appreciate. I am also thankful to the Board of Directors for their visionary role and guidance.

As per the new Corporate Governance Code issued on 03 June 2018 by Bangladesh Securities and Exchange Commission (BSEC), the directors make additional statements (as per condition # 5) and furnish compliance report (as per condition # 9) and the section 184 of the Companies Act, 1994 (Act No. XVIII of 1994) in Annexure-1 and Annexure-II respectively attached herewith.

For and on behalf of the Board of Directors,

  
**Salina Ali**  
Chairperson



(Additional Statements by the Board of Directors as per Corporate Governance Code notification dated June 03, 2018 of Bangladesh Securities and Exchange Commission:

(i) Industry Outlook

In the financial year ended 30 June 2018, despite of all the adversities including the notorious terrorist attack on Holey Artisan Bakery in Gulshan area on 1st July 2016, which is close to The Westin Dhaka and several militant attacks across the country. The Westin Dhaka earned the operating profit of Tk.1010.75 million by the efficient operation and dynamic management of Unique Hotel & Resorts Limited as compared to other hotels. I would like to congratulate each and every official and employee of the Westin Dhaka, without whom this performance would not have been possible.

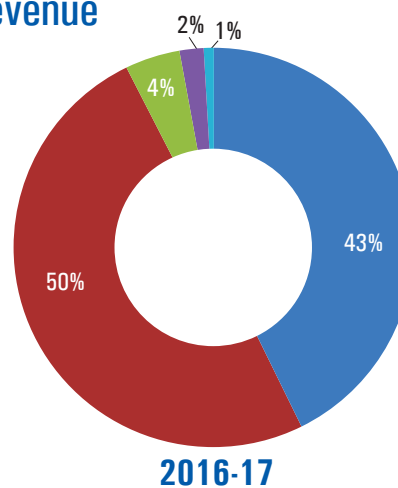
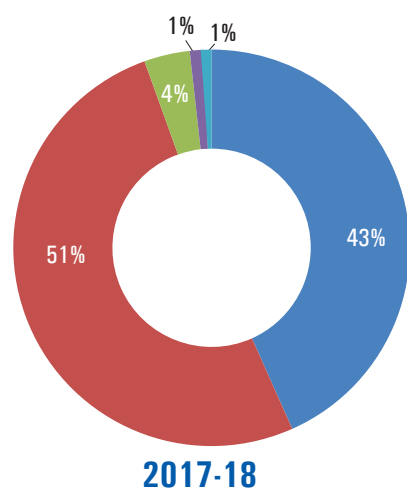
The country's hospitality industry has become very competitive like many other industries as a couple of new famous brand hotels with huge number of keys have recently been added. We are very vigilant about the future state of competition and have prepared ourselves to face the new challenges.

Despite that the political situation had had a negative impact on the foreign visitors and thus our revenue. Despite all of these hazards and future state of competition, we are optimistic about the Company's future and about our ability to continue to deliver superior returns to our shareholders in the coming year. Now we have already established the Brand "The Westin Dhaka" as the hotel of "First choice" for the foreign and local clients.

(ii) Segment-wise or product-wise performance

Name of the Segment	2017-18		2016-17	
	Amount in Tk.	% of total revenue	Amount in Tk.	% of total revenue
Rooms	882,013,259	43.32%	717,427,101	42.78%
Food & Beverage	1,042,046,162	51.18%	841,402,105	50.16%
Minor Operating Department	75,993,739	3.74%	74,700,456	4.45%
Space rental and	23,912,526	1.17%	31,591,353	1.88%
Shop rent	12,083,925	0.59%	12,309,990	0.73%
<b>Total Operating Revenue</b>	<b>2,036,049,611</b>	<b>100%</b>	<b>1,677,431,005</b>	<b>100%</b>

Segmental Revenue



■ Rooms ■ Food & Beverage ■ Minor Operating Department ■ Space rental ■ Shop rent

**(iii) Risks and concerns:****a) Interest Rate Risk**

Interest rate risk is that which the company faces due to unfavorable movements of the interest rates. Changes in the government's monetary policy, along with increased demand for loans/investments tend to increase the interest rates. Such rises in interest rates mostly affect companies having floating rate loans or companies investing in debt securities.

**Management Perception:**

Since the Unique Hotel & Resorts Limited has not borrowed funds at flexible interest rate, hence, not involved in the interest rate risk. The company has been repaying borrowed funds on a continuous basis.

**b) Exchange Rate Risk**

Exchange rate risk arises due to changes in exchange rates. As the Company imports equipment from abroad and also earns revenue in foreign currency, unfavorable volatility or currency fluctuation may affect the profitability of the Company. When exchange rate is increased against local currency opportunity is created for generating more profit.

**Management Perception:**

Unique Hotel & Resorts Limited management changes the price of their services to cope with the change in exchange rate to mitigate the affect of unfavorable volatility in exchange rate on the company's earnings.

**c) Industry Risks**

Industry risk refers to the risk of increased competition from foreign and domestic sources. Threats of new entrants and bargaining power of customers are growing high day by day which would lead to reduction of prices, average daily rate (ADR), profit margins, market share that might cause to an adverse impact on the business, financial condition and results of operation.

**Management Perception:**

The Company continuously carries out research and development (R&D) to keep pace with the customer choices and fashions. It is emphasizing on volume based strategy for increasing room occupancy as well as enhancing the quality and portfolio of food and beverage that will attract the customers and grab the market share at large. In addition, The Westin Dhaka is leading as an elevated distinct up-scale hotel brand in Bangladesh by creating memorable hotel stays, exceptional Food and Beverage program and curated guest experience.

**d) Market Risks**

Market risk refers to the risk of adverse market conditions affecting the sales and profitability of the company. Mostly, the risk arises from falling demand for the product or service which would harm the performance of the company. On the other hand, strong marketing and brand management would help the company increase their customer base.

**Management Perception:**

After successful acquisition of Starwood by Marriott International Inc. (the world leading hospitality company having around 6,700 hotels, 30 various renowned brand in 130 countries since 1928) "Westin" has become much stronger brand in the local and international market. Marriott Rewards, The Ritz Carlton rewards in addition to existing Starwood Preferred Guest (SPG) has become the world best loyalty program platform. Westin Dhaka will be the preferable destination for the large number of Marriott reward members besides existing SPG repeated guest due to its location, excellent guest service and product quality. Westin also has the reputation of providing quality hotel management services. Moreover, the demand for five star hotels in the country is increasing while there are very few five star hotels to meet the demand. Strong brand management and quality service has enabled the company to capture significant market share in the sector and the company is continuously penetrating into the market and upgrading the quality of their service to minimize the risk.

**e) Operational Risks**

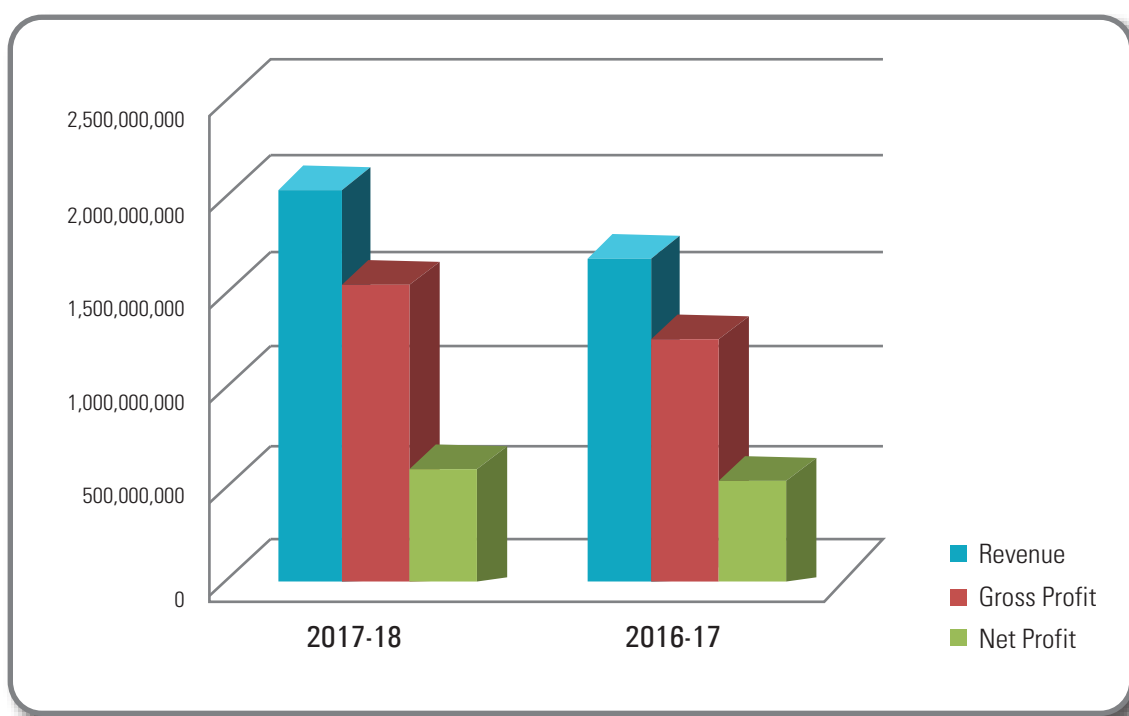
Non-availabilities of materials/equipment/services may affect the smooth operational activities of the Company. On the other hand, the equipment may face operational and mechanical failures due to natural disasters, terrorist attacks, unforeseen events, lack of supervision and negligence, leading to severe accidents and losses. The upcoming election might have an impact on the hotel operation.

**Management Perception:**

The Company is equipped with power backup and security (CCTV) systems, which reduce operational risk. Besides, the equipment is under Insurance coverage in order to get reasonable compensation for any damages. Apart from these, routine security check and proper maintenance of the equipment also reduce/eliminate the operational risk. The only Company in the city has its own private sector power plant used solely for the Westin Dhaka which ensures uninterrupted smooth operation throughout the year. The upcoming election might have a great prospect of revenue contribution from Rooms, Food and Beverage derived from different types of international observers and affiliates.

**(iv) Cost of Goods Sold, Gross Profit Margin and Net Profit Margin:**

Particulars	2017-18	2016-17
Revenue	2,036,049,611	1,677,431,005
Cost of goods sold	(491,201,228)	(407,748,259)
Gross Profit	1,544,848,383	1,269,682,746
Net Profit	592,933,796	530,754,872

**Revenue, GP & NP Comparison**

**(v) Continuity of Extra-ordinary Gain or loss:**

No Extra-Ordinary gain or loss arising from Investment activities in the accounting period of 12 months.

**(vi) Related Party transactions:**

During the year the Company carried out a number of transactions with related parties on an arm's length basis. Name of those related parties, nature of that transaction and their total value has been shown in below table in accordance with the provisions of BAS-24- "Related Party Disclosure".

Name of the Party	Relationship	Nature of Transaction	Balance as on 30 June 2018			
			Opening balance	Addition	Adjustment/ (Received)	Closing balance
Borak Real Estate Ltd.	Common Director	Advance against constructions	758,503,938	231,367,901	987,445,747	2,426,093
Anannya Development (Pvt.) Ltd.	Common Director	Advance against constructions	(20,000,000)	41,100,000	21,100,000	-
Chartered Life Insurance Company Ltd.	Common Director	Advance payment	3,553,287	-	2,000,000	1,553,287
Unique Vocational Training Centre Ltd.	Common Director	Balance with current account	116,152	-	-	116,152
Ms. Salina Ali	Chairperson	Balance with current account	(45,094,907)	3,000,000	-	(42,094,907)
Mr. Mohd. Noor Ali	Managing Director	Balance with current account	(26,065,560)	2,000,000	19,800,000	(43,865,560)
Ms. Nabila Ali	Director	Balance with current account	(77,519,684)	2,000,000	-	(75,519,684)
Ms. Nadiha Ali	Director	Balance with current account	(55,905,295)	2,000,000	-	(53,905,295)
Ms. Nadila Ali	Shareholder	Balance with current account	(56,490,719)	2,000,000	-	(54,490,719)
Unique Group of Companies Ltd.	Common Director	Balance with current account	5,156,668	3,379,806	3,057,415	5,479,059
Purnima Construction Ltd.	Common Director	Advance against constructions	657,012,548	-	18,900,000	638,112,548
Star Infrastructure Development Consortium Ltd.	Common Director	Advance payment	1,085,000	15,000	-	1,100,000
Borak Real Estate Ltd.	Common Director	Advance against land	2,600,000,000	-	-	2,600,000,000
Unique Property Development Ltd.	Common Director	Advance against land	3,800,000	4,880	-	3,804,880
Sonargoan Economic Zone Ltd.	Common Director	Advance against land	423,415,351	319,947,445	15,000,000	728,362,796
Unique Ceramics Industries (Pvt.) Ltd.	Common Director	Balance with current account	(55,082,567)	55,200,000	-	117,433
Borak Travels (Pvt.) Ltd.	Common Director	Balance with current account	(74,875,000)	-	22,500,000	(97,375,000)
Unique Eastern (Pvt.) Ltd.		Balance with current account	(174,833,864)	-	89,339,500	(264,173,364)
<b>Total</b>			<b>3,866,775,347</b>	<b>662,015,032</b>	<b>1,179,142,662</b>	<b>3,349,647,718</b>

Name of the Party	Relationship	Nature of Transaction	Balance as on 30 June 2017			
			Opening balance	Addition	Adjustment/ (Received)	Closing balance
Borak Real Estate Ltd.	Common Director	Advance against constructions	921,763,262	212,978,345	376,237,669	758,503,938
Anannya Development (Pvt.) Ltd.	Common Director	Advance against constructions	11,720,350	-	11,720,350	-
Anannya Development (Pvt.) Ltd.	Common Director	Balance with current account	-	-	20,000,000	(20,000,000)
Purnima Construction Ltd.	Common Director	Advance against constructions	681,412,548	-	24,400,000	657,012,548
Chartered Life Insurance Company Ltd.	Common Director	Advance payment	3,553,287	-	-	3,553,287
Unique Vocational Training Centre Ltd.	Common Director	Balance with current account	-	116,152	-	116,152
Ms. Salina Ali	Chairperson	Balance with current account	(53,094,907)	38,000,000	30,000,000	(45,094,907)
Mr. Mohd. Noor Ali	Managing Director	Balance with current account	(7,665,560)	14,300,000	32,700,000	(26,065,560)
Ms. Nabila Ali	Director	Balance with current account	(62,869,684)	-	14,650,000	(77,519,684)
Ms. Nadiha Ali	Director	Balance with current account	(55,905,295)	-	-	(55,905,295)
Ms. Nadila Ali	Shareholder	Balance with current account	(56,490,719)	-	-	(56,490,719)
Unique Group of Companies Ltd.	Common Director	Balance with current account	3,133,245	2,283,966	260,543	5,156,668
Unique Ceramics Industries (Pvt.)Ltd.	Common Director	Balance with current account	(200,000,000)	144,917,433	150,000,000	(205,082,567)
Star Infrastructure Development Consortium Ltd.	Common Director	Advance payment	85,000	1,000,000	-	1,085,000
Borak Real Estate Ltd.	Common Director	Advance against land	2,600,000,000	-	-	2,600,000,000
Unique Property Development Ltd.	Common Director	Advance against land	3,100,000	700,000	-	3,800,000
Sonargoan Economic Zone Ltd.	Common Director	Advance against land	223,774	426,391,577	3,200,000	423,415,351
Unique Ceramics Industries (Pvt.)Ltd.	Common Director	Advance against brick purchase	144,800,000	150,000,000	144,800,000	150,000,000
Borak Travels (Pvt.) Ltd.	Common Director	Balance with current account	(50,175,000)	-	24,700,000	(74,875,000)
Unique Eastern (Pvt.) Ltd.	Common Director	Balance with current account	(132,950,016)	2,116,152	44,000,000	(174,833,864)
Eastern Bank Ltd	Common Director	Trade Receivables	-	306,624	-	306,624
Unique Eastern Pvt. Ltd.	Common Director	Trade Receivables	-	1,806,768	-	1,806,768
Unique Group of Companies Ltd.	Common Director	Trade Receivables	-	142,507	-	142,507
<b>Total</b>			<b>3,750,640,286</b>	<b>995,059,524</b>	<b>876,668,562</b>	<b>3,869,031,248</b>

- (vii) Utilization of Proceeds from Public Issue, right issue and/or through any others instruments: Fully utilized.
- (viii) That, there are no significant variations after the company go for Initial Public Offering (IPO) in the financial results. No such variations occurred.
- (ix) The Company prepared and submitted quarterly report as per applicable rules and regulations and there were no significant differences between quarterly report and annual audited financial statements.
- (x) A Statement of remuneration paid to the directors including independent directors.

**Remuneration of Managing Director, Directors and Independent Director were as follows:**

SI	Name	Designation	01.07.2016 To 30.06.2017	01.07.2017 To 30.06.2018	Nature of Transaction
01.	Mrs. Salina Ali	Chairperson	-	-	
02.	Mr. Mohd. Noor Ali	Managing Director	3,000,000	6,000,000	Remuneration
03.	Ms. Nadiha Ali	Director	-	-	
04.	Mr.Md.Khaled Noor	Nominated Director by Borak Real Estate (Pvt.) Ltd.	-	-	
05.	Mr. Mohammad Mohsin	Nominated Director by Borak Travels (Pvt.) Ltd.	-	-	
06.	Mr. Gazi Md. Shakhawat Hossain	Nominated Director by Unique Eastern (Pvt.) Ltd.	-	-	
07.	Mr. Chowdhury Nafeez Sarafat	Nominated Director by Borak Real Estate (Pvt.) Ltd.	-	-	
08.	Rtn. Ghulam Mustafa	Independent Director	-	-	
09.	Mr. K Mahmood Sattar	Independent Director	-	-	

- (xi) The financial statements prepared by the management of the Company present fairly it's state of affairs, the result of its operations, cash flows and changes in equity. (Page no. 104-107 from accounts)
- (xii) A Statement that proper books of account of the Company have been maintained.
- (xiii) A Statement that appropriate accounting policies have been consistently applied in preparation of the financial statements and that the accounting estimates are based on reasonable and prudent judgment.
- (xiv) A Statement that the International Accounting Standards (IAS)/Bangladesh Accounting Standards (BAS) /International Financial Reporting Standards (IFRS)/Bangladesh Financial Reporting Standards (BFRS), as applicable in Bangladesh, have been followed in preparation of the financial statements and any departure there from has been adequately disclosed.
- (xv) A Statement that the system of internal control is sound in design and has been effectively implemented and monitored.
- (xvi) A Statement that minority shareholders have been protected from abusive action.
- (xvii) A Statement that there are no significant doubts upon the Company's ability to continue as a going concern.
- (xviii) There are no significant deviations from last year in operating results.
- (xix) Summary of key operating and financial data of preceding five years:

## A) Key financial position for the last 05 (five) years of the company are as follows:

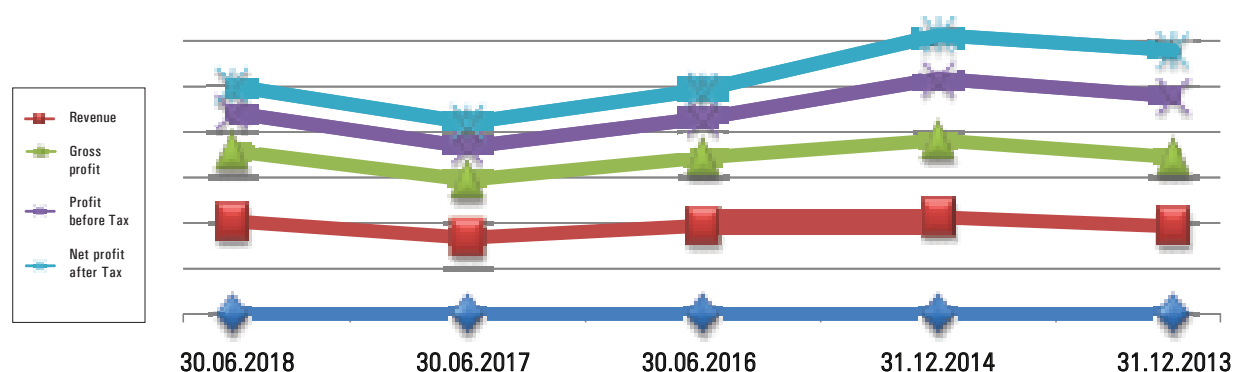
(Amount in Taka)

Assets	30.06.2018	30.06.2017	30.06.2016	31.12.2014	31.12.2013
Non-Current Assets	22,751,562,317	21,993,282,955	21,468,002,374	20,754,467,131	20,727,648,589
Property, Plant and Equipment, net	18,490,761,585	18,312,065,901	18,473,068,036	18,413,927,576	18,569,505,384
Construction work in Progress	4,260,800,732	3,681,217,054	2,994,934,338	2,340,539,555	2,158,143,205
Current Assets	9,407,342,107	10,162,433,192	8,281,622,708	7,382,773,335	7,815,900,125
Inventories	57,763,560	79,894,004	100,193,634	80,344,740	97,655,817
Investment	327,405,611	353,624,673	143,686,172	1,549,028,618	2,427,468,705
Accounts Receivable	226,334,306	188,109,455	101,492,001	63,901,429	59,376,389
Other Receivables	26,199,164	7,403,946	22,020,688	23,686,243	29,450,336
Advances, Deposits and Prepayments	7,342,492,277	8,308,558,449	5,818,122,541	3,702,436,783	3,598,412,743
Fixed Deposit Receipts with banks	1,167,851,468	1,042,008,629	1,934,040,674	47,221,801	43,150,175
Cash and Cash Equivalents	259,295,721	182,834,036	162,066,998	1,916,153,721	1,560,385,961
<b>TOTAL ASSETS</b>	<b>32,158,904,424</b>	<b>32,155,716,147</b>	<b>29,749,625,081</b>	<b>28,137,240,466</b>	<b>28,543,548,714</b>

Shareholders Equity & Liability	30.06.2018	30.06.2017	30.06.2016	31.12.2014	31.12.2013
<b>Shareholders' Equity</b>	<b>26,147,514,216</b>	<b>26,148,376,352</b>	<b>26,273,160,832</b>	<b>25,830,865,873</b>	<b>25,730,957,059</b>
Ordinary Share Capital	2,944,000,000	2,944,000,000	2,944,000,000	2,944,000,000	2,944,000,000
Share premium	6,181,931,836	6,181,931,836	6,181,931,836	6,181,931,836	6,181,931,836
Tax Holiday Reserve	944,219,701	944,219,701	944,219,701	944,219,701	944,219,701
Assets Reserve Fund	-	-	-	-	249,944,807
Revaluation Surplus	12,745,447,035	12,873,111,822	13,003,146,123	13,202,475,004	13,338,734,689
Retained Earnings	3,331,915,644	3,205,112,993	3,199,863,172	2,558,239,332	2,322,070,833
<b>Non-Current Liabilities</b>	<b>2,110,573,761</b>	<b>1,749,753,865</b>	<b>1,382,442,638</b>	<b>416,932,110</b>	<b>539,560,154</b>
Term Loan-non-current portion	1,613,932,180	1,385,312,500	1,027,980,000	32,918,381	151,472,126
12% Redeemable Preference Share Capital	-	-	-	45,000,000	60,000,000
Deferred Tax Liability	496,641,581	364,441,365	354,462,638	339,013,729	328,088,028
<b>Current Liabilities</b>	<b>3,900,816,447</b>	<b>4,257,585,930</b>	<b>2,094,021,612</b>	<b>1,889,442,484</b>	<b>2,273,031,501</b>
Term loan- Current portion	663,020,945	403,000,000	134,520,000	134,520,000	138,660,000
Current portion 12% Redeemable Preference Share Capital	-	-	-	15,000,000	15,000,000
Short term loan	1,551,085,730	1,594,881,514	397,127,213	424,255,980	156,877,491
Due to Operator and its Affiliates	164,260,902	70,093,723	10,128,129	30,640,960	51,784,880
Accounts Payable	56,687,455	63,116,419	33,901,534	43,778,612	35,897,180
Undistributed/Unclaimed dividend	9,604,226	8,502,281	7,736,729	29,497,313	18,268,238
Other Accruals and Payables	1,456,157,189	2,117,991,994	1,510,608,007	1,211,749,618	1,856,543,713
<b>TOTAL LIABILITIES &amp; SHAREHOLDERS' EQUITY</b>	<b>32,158,904,424</b>	<b>32,155,716,147</b>	<b>29,749,625,081</b>	<b>28,137,240,466</b>	<b>28,543,548,714</b>

B) The summary of operating performance of the company (31 December 2013- 30 June 2018) was as follows:

Particulars	30.06.2018	30.06.2017	30.06.2016	31.12.2014	31.12.2013
<b>Revenue</b>	2,036,049,611	1,677,431,005	1,941,936,136	2,122,503,681	1,924,218,446
<b>Gross Profit</b>	1,544,848,383	1,269,682,746	1,496,339,536	1,691,905,657	1,520,693,071
<b>Profit Before Tax</b>	835,698,754	723,829,400	861,456,235	1,348,954,626	1,333,526,346
<b>Net profit after Tax</b>	<b>592,933,796</b>	<b>530,754,871</b>	<b>630,599,604</b>	<b>962,796,889</b>	<b>1,014,071,433</b>



C) The statement of operating results of the company is as follows:

(Amount in Taka)

Particulars	30.06.2018	30.06.2017	30.06.2016	31.12.2014	31.12.2013
<b>Revenue</b>	<b>2,036,049,611</b>	<b>1,677,431,005</b>	<b>1,941,936,136</b>	<b>2,122,503,681</b>	<b>1,924,218,446</b>
Costs of Sales	(491,201,228)	(407,748,259)	(445,596,600)	(430,598,024)	(403,525,375)
<b>Gross Profit</b>	<b>1,544,848,383</b>	<b>1,269,682,746</b>	<b>1,496,339,536</b>	<b>1,691,905,657</b>	<b>1,520,693,071</b>
Administrative and other Expenses	(534,096,850)	(448,107,129)	(498,824,574)	(531,343,858)	(516,573,845)
<b>Operating Profit</b>	<b>1,010,751,533</b>	<b>821,575,617</b>	<b>997,514,962</b>	<b>1,160,561,799</b>	<b>1,004,119,226</b>
Corporate office expenses	(270,433,386)	(278,249,552)	(285,877,621)	(286,551,484)	(360,831,146)
Other Income	162,200,615	151,211,742	147,261,818	118,016,551	126,578,619
Gain/(loss) on disposal of Shares	(40,453,257)	20,263,754	4,448,646	-	431,050
Interest income, net	15,418,187	47,124,124	(1,891,570)	356,927,761	563,228,597
Worker's profit Participation fund	(41,784,938)	(38,096,284)	-	-	-
<b>Profit Before Tax</b>	<b>835,698,754</b>	<b>723,829,400</b>	<b>861,456,235</b>	<b>1,348,954,626</b>	<b>1,333,526,346</b>
Provision for Income tax	(242,764,959)	(193,074,529)	(230,856,631)	(386,157,738)	(319,454,913)
<b>Net profit after Tax</b>	<b>592,933,796</b>	<b>530,754,872</b>	<b>630,599,604</b>	<b>962,796,889</b>	<b>1,014,071,433</b>
<b>Total Comprehensive Income</b>	<b>592,933,796</b>	<b>530,754,872</b>	<b>630,599,604</b>	<b>962,796,889</b>	<b>1,014,071,433</b>

D) Dividend

Amount in Taka

Particulars	2016-17	2015-16 (18 <sup>th</sup> Month)	31.012.2014	31.12.2013	31.12.2012
Cash dividend	588,800,000	647,680,000	588,800,000	736,000,000	736,000,000
Stock dividend	Nil	Nil	Nil	Nil	Nil

The Board of Directors has recommended Cash Dividend @ 22 % for the year 2017-18 for the year ended 30 June 2018.



- (xx) An explanation on the reasons if the company has not declared dividend (Cash or Stock) for the year. Not Applicable.
- (xxi) Board's statement to the effect that no bonus or stock dividend has been or shall be declared as interim dividend. Not Applicable.
- (xxii) Number of Board meetings held during the year 01 July 2017 to 30 June 2018 and attendance by each director:

SL No.	Meeting No.	Date of Meeting
01.	112 <sup>th</sup> Board Meeting	24.08.2017
02.	113 <sup>th</sup> Board Meeting	26.10.2017
03.	114 <sup>th</sup> Board Meeting	13.11.2017
04.	115 <sup>th</sup> Board Meeting	29.01.2018
05.	116 <sup>th</sup> Board Meeting	06.03.2018
06.	117 <sup>th</sup> Board Meeting	26.04.2018
07.	118 <sup>th</sup> Board Meeting	26.06.2018

The Directors attendance to the Board Meetings is 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

(xxiii) The Pattern of Shareholding

(a) Parent/Subsidiaries and other related parties:

Sl. No.	Name of Shareholders	As on June 30 2018		As on June 30 2017	
		No. of Shares held	% of holding	No. of Shares held	% of holding
01.	Borak Real Estate Ltd.	57,037,992	19.37%	57,037,992	19.37%
02.	Unique Eastern (Pvt.) Ltd.	23,965,431	8.14%	23,965,431	8.14%
03.	Borak Travels (Pvt.) Ltd.	14,087,931	4.79%	14,087,931	4.79%
04.	Purnima Construction (Pvt.) Ltd.	11,867,317	4.03%	11,867,317	4.03%
05.	Anannya Development (Pvt.) Ltd.	13,353,420	4.54%	11,565,647	3.93%
06.	Ms. Nabila Ali	19,223,002	6.53%	19,136,000	6.50%
07.	Ms. Nadiha Ali	11,400,143	3.87%	11,400,143	3.87%
08.	Ms. Nadila Ali	12,866,527	4.36%	11,400,125	3.87%
	<b>Total</b>	<b>163,801,763</b>	<b>55.63%</b>	<b>160,460,586</b>	<b>54.50%</b>

(b) Shares held by Directors, Chief Executive Officer, Company Secretary, Chief Financial Officer, Internal Audit and their spouse and minor children:

Sl. No.	Name of Shareholders	Designation	As on June 30 2018		As on June 30 2017	
			No. of Shares held	% of holding	No. of Shares held	% of holding
01.	Mrs. Salina Ali	Chairperson (Sponsor Director)	16,800,056	5.71%	16,800,056	5.71%
02.	Mr. Mohd. Noor Ali	Managing Director (Sponsor Director)	11,009,745	3.74%	11,009,745	3.74%
03.	Ms. Nabila Ali	Director (Retired)	19,223,002	6.53%	19,136,000	6.50%
04.	Ms. Nadiha Ali	Director	11,400,143	3.87%	11,400,143	3.87%
05.	Mr. Mohammad Mohsin	Nominated Director Borak Travels (Pvt.)Ltd.	0	0.00%	0	0.00%
	Borak Travels (Pvt.)Ltd.	Sponsor Director	14,087,931	4.79%	14,087,931	4.79%
06.	Mr. Gazi Md. Shakhawat Hossain	Nominated Director of Unique Eastern (Pvt.) Ltd.	515	0.00%	515	0.00%
	Unique Eastern (Pvt.) Ltd.	Sponsor Director	23,965,431	8.14%	23,965,431	8.14%
07.	Mr. Chowdhury Nafeez Sarafat	Nominated Director Borak Real Estate Ltd.	0	0.00%	0	0.00%
	Borak Real Estate Ltd.	Sponsor Director	14,720,000	5.00%	14,720,000	5.00%
08.	Mr. Md. Khaled Noor	Nominated Director Borak Real Estate Ltd.	38,100	0.01%	38,100	0.01%
	Borak Real Estate Ltd.	Sponsor Director	42,317,992	14.37%	42,317,992	14.37%
09.	Rtn. Ghulam Mustafa	Independent Director	111,615	0.04%	11,615	0.0039%
10.	Mr. K Mahmood Sattar	Independent Director	0	0.00%	0	0.00%
11.	Mr. Md. Sharif Hasan ACS	Company Secretary	11,300	0.0038%	11,300	0.0038%
12.	Mr. Jone Kumer Gupta FCA	Chief Financial Officer	1,000	0.0003%	0	0.00%
13.	Mr. Md. Shirajul Islam FCA	Chief Internal Audit	8,280	0.0028%	0	0.00%
	<b>Total</b>		<b>153,695,110</b>	<b>52.21%</b>	<b>153,498,828</b>	<b>52.14%</b>

(c) Shares held by Executive Officer(Top Five Salaried Employees other than Directors, Chief Executive Officer, Company Secretary, Chief Financial Officer, Head of Internal Audit and their spouse and minor children):

Sl. No.	Name of related parties	Designation	As on 30 June 2018		As on 30 June 2017	
			No. of Shares Held	% of holding	No. of Shares Held	% of holding
01.	Mr. Gazi Khalil Uddin	GM (Operation & Maintenance)	15,480	0.0052%	15,480	0.0052%
02.	Mr. Mohammad Abdul Jalil	GM (Corporate Affairs)	5,000	0.0017%	1,100	0.0004%
	<b>Total</b>		<b>20,480</b>	<b>0.0069%</b>	<b>16,080</b>	<b>0.0055%</b>

## (d) Shareholding ten percent (10%) or more voting interest in the Company:

SL No.	Name of related parties	As on 30 June 2018		As on 30 June 2017	
		No. of Shares Held	% of holding	No. of Shares Held	% of holding
01.	Borak Real Estate Ltd.	57,037,992	19.37%	57,037,992	19.37%
	<b>Total</b>	<b>57,037,992</b>	<b>19.37%</b>	<b>57,037,992</b>	<b>19.37%</b>

## (xxii) Appointment and re-appointment of Directors:

We hereby furnished the brief resume of the proposed directors containing the nature of their expertise in specific functional areas; and the name of companies in which they also holds the directorship and the membership of committees of the Board for information of the valued shareholders of the Company:

**Mrs. Salina Ali**

Mrs. Salina Ali is a prominent business personality of the country having interest in Real Estate, Hospitality & Tourism, Banking Services and many more. She is the Chairperson of Unique Hotel & Resorts Limited as well as Unique Group - a renowned business conglomerate in Bangladesh.

Mrs. Ali has been involved with The Westin Dhaka from the very beginning of its commercial operation. She also Chairs the Corporate Social Responsibility (CSR) Committee of the Board. Mrs. Ali has been a Director of Eastern Bank Limited since long. She is also the Director of Unique Meghnaghat Power Limited, Borak Travels (Pvt.) Limited, Unique Eastern (Pvt.) Limited, Borak Real Estate Limited and Unique Ceramic Industries Limited. Mrs. Ali obtained her Bachelor's (honors) & Master's degrees in Sociology from the University of Dhaka. She is involved in many social and philanthropic activities. Mrs. Ali has travelled extensively across the globe on business trips.

**Mr. Gazi Md. Shakhawat Hossain**

Mr. Gazi Md. Shakhawat Hossain, nominated Director of Unique Hotel & Resorts Limited, representing Unique Eastern (Pvt.) Limited. He was born on 01 February in 1969 at Senbag, Noakhali. He earned his Master's degree in Commerce (Accounting) in 1990 from the University of Dhaka.

Mr. Hossain has a commendable expertise in the areas of Financial Management & business operation. He is the acting CEO of Unique Group. Mr. Hossain is the Chairman of Bay Hill Hotel & Resorts Limited, and Managing Director of Purnima Construction Limited.

Mr. Hossain has been serving as Director to the Board of Directors of Eastern Bank Limited since 2003. He is also a member of the Audit Committee & Risk Management Committee of Eastern Bank Limited. Mr. Hossain is a member of the Audit Committee, Executive Committee and Nomination & Remuneration Committee of the Board of Directors of Unique Hotel & Resorts Limited.

**Ms. Nabila Ali**

Ms. Nabila Ali is a young business personality of the country having interest in Real Estate, Construction, Hospitality & Tourism, Banking Services, Industry and many more. She is the Director of Unique Hotel & Resorts Limited, Borak Real Estate Limited, Unique Eastern (Pvt.) Limited as well as Unique Group - a renowned business conglomerate in Bangladesh.

She graduated with distinction from the American University, Washington D.C. specializing in International Studies. She obtained Judiciary Doctorate Law Degree (JD) – Law Certificate in 2013 from the Faculty of Common Law, University of Ottawa, Canada. Ms. Nabila worked as Summer Associate of Baker & McKenzie, Chicago, U.S.A. where she involved herself in legal drafting of hotel management agreements, petitions and researched on US civil procedure/anti-trust laws with the Anti-Trust litigation team.

Ms. Nabila is the eldest daughter of Mr. Mohd. Noor Ali, Managing Director and Mrs. Salina Ali, Chairperson of Unique Hotel and Resorts Limited (UHRL). She has extensively travelled across the globe and attended many workshops and training programs.

**Mr. Mohammad Golam Sarwar FCA**

Mr. Mohammad Golam Sarwar FCA is the Group Chief Financial Officer and Director- Operations of Unique Group. He is a member of the Board of Directors of Chartered Life Insurance Company Ltd. Mr. Sarwar is a seasoned professional having experience of more than 15 years in the leadership of corporate arena. He is the Acting Editor of Daily AmaderShomoy which is one of the leading daily newspapers of Bangladesh. Before taking the responsibility of Acting Editor, he carried out the responsibility of Managing Editor of the AmaderSamoy. In Journalism, he has achieved the name and fame for his responsibility and sincerity. Apart from this, Mohammad Golam Sarwar is a fellow member of the Institute of Chartered Accountants of Bangladesh (ICAB).

**Mr. Mohammed Forkan Uddin FCA**

Mr. Mohammed Forkan Uddin FCA is a private practitioner and Partner of M M Rahman & Co. Chartered Accountants (a member firm of Russell Bedford International). He was born on 31 December 1971 at Feni. Mr. Forkan obtained his Masters' degree in Accounting from National University and Qualified as Chartered Accountant in August 2005 from "The Institute of Chartered Accountants of Bangladesh" (ICAB).

He is a fellow member of the Institute of Chartered Accountants of Bangladesh (ICAB) and having experience of more than 22 years. Mr. Forkan Uddin is the member of Bangladesh Economic Association (BEA) and FenySamity, Dhaka. He is a professional chartered accountants also the part time lecturer of Advance Costing in University of Development Alternative (UODA), a leading Private University in Bangladesh and part time lecturer of Taxation at Knowledge and Application level, Financial and Corporate Reporting at Advance Stage in The Institute of Chartered Accountants of Bangladesh (ICAB) and ACCA.

**(xxvi) Declaration or certification by the CEO and CFO to the Board as required under condition No. 3(3) shall be disclosed as per Annexure-A, page no-101**

**(xxvii) The report as well as well as certificate regarding compliance of conditions of this Code as required under condition No. 9 shall be disclosed as per Annexure- B, Page no-100 and Annexure -C, Page no-89 to 99.**

[As per condition No. 1(5) (xxvii)]

Status of compliance with the conditions imposed by the Commission's Notification No. BSEC/CMRRCD/2006-158/207/Admin/80, dated 3 June 2018 issued under section 2CC of the Securities and Exchange Ordinance, 1969.

**(Report under Condition No. 9)**

Annexure-C

Condition No.	Title	Compliance Status (Put $\checkmark$ in the appropriate column)		Remarks (If any)
		Complied	Not complied	
1.	<b>BOARD OF DIRECTORS (BOD):</b>			
1.1	Board's Size [The total number of members of a Company's Board of Directors (herein after referred to as "Board") shall not be less than 5 (five) and more than 20 (twenty)].	$\checkmark$		The Board of Unique Hotel & Resorts Limited is comprised of 09 (Nine) Directors.
1.2	Independent Directors:			
1.2(a)	At least one fifth (1/5) of the total number of Directors shall be Independent Directors	$\checkmark$		UHRL Board comprised of 09 (Nine) Directors out of them 02 (two) are Independent Directors.
1.2(b)	Independent Director means a director:			
1.2(b) (i)	Who either does not hold any share in the Company or holds not less than one percent (1%) shares of the total paid-up shares of the Company	$\checkmark$		Do
1.2(b) (ii)	Who is not a sponsor of the Company and is not connected with the Company's any sponsor or Director or shareholder who holds one percent (1%) or more shares of the total paid-up shares of the Company on the basis of family relationship. His/her family members also should not hold above mentioned shares in the Company	$\checkmark$		Do
1.2(b) (iii)	Who has not been executive of the Company in immediately preceding 2 (two) financial years.	$\checkmark$		Do
1.2(b) (iv)	Who does not have any other relationship, whether pecuniary or otherwise, with the Company or its subsidiary/associated companies	$\checkmark$		All are outsider Director
1.2(b) (v)	Who is not a member or TREC (Trading Right Entitlement Certificate) holder director or officer of any stock exchange	$\checkmark$		No relation
1.2(b) (vi)	Who is not a shareholder, director excepting independent director or officer of any member or TREC holder of stock exchange or an intermediary of the capital market	$\checkmark$		Do
1.2(b) (vii)	Who is not a partner or executive or was not a partner or an executive during the preceding 3 (three) years of the concerned Company's statutory audit firm or audit firm engaged in internal audit services or audit firm conducting special audit or professional certifying compliance of this code	$\checkmark$		Do
1.2(b) (viii)	Who shall not independent director in more than 5 (Five) listed companies	$\checkmark$		Do
1.2(b) (ix)	Who has not been convicted by a court of competent jurisdiction as a defaulter in payment of any loan or advance to a bank or Non-Bank Financial Institution (NBFI)	$\checkmark$		Do
1.2(b) (x)	Who has not been convicted for a criminal offence involving moral turpitude	$\checkmark$		Do
1.2 (c)	Independent Director(s) shall be appointed by the board of directors and approved by the shareholders in the Annual General Meeting (AGM)	$\checkmark$		Do
1.2 (d)	The post of Independent director(s) cannot remain vacant for more than 90 (ninety) days	$\checkmark$		There was no such vacancy has occurred during the period.

Condition No.	Title	Compliance Status (Put ✓ in the appropriate column)		Remarks (If any)
		Complied	Not complied	
1.2 (e)	The tenure of office of an Independent Director shall be for a period of 3 (three) years, which may be extended for 1 (one) tenure only. Provided that a former independent director may be considered for reappointment for another tenure after a time gap of one tenure, i.e., three years from his or her completion of consecutive two tenures [i.e. six years]:	✓		Do
<b>1.3</b>	<b>Qualification of Independent Director (ID)</b>			
1.3(a)	Independent Director shall be a knowledgeable individual with integrity who is able to ensure compliance with financial laws regulatory requirements and corporate laws and can make meaningful contribution to business.	✓		The qualification and background of Independent Directors justify their ability as such.
1.3(b) 1.3(b)(i)	Independent director shall have following qualifications: Business Leader who is or was a promoter or director of an unlisted Company having minimum paid-up capital of Tk.100.00 million or any listed Company or a member of any national or international chamber of commerce or business association.	✓		Do
1.3(b)(ii)	Corporate Leader who is or was a top level executive not lower than Chief Executive Officer or Managing Director or Chief Financial Officer or Head of Finance Or Accounts or Company Secretary or Head of internal Audit and Compliance or Head of Legal Service or a candidate with equivalent position of an unlisted Company having minimum paid up capital of TK 100.00 million or of a listed Company.	✓		Do All are outsider Director No relation
1.3(b)(iii)	Former official of government or statutory or autonomous or regulatory body in the position not below 5th Grade of the national pay scale, Who has at least educational background of bachelor degree in economics or commerce or business or Law.	N/A		N/A
1.3(b)(iv)	University teacher who has educational background in Economics or Commerce or Business Studies or Law.	N/A		N/A
1.3(b)(v)	Professional who is or was an advocate practicing at least in the High Court Division of Bangladesh Supreme Court or a Chartered Accountant or Cost and Management Accountant or Chartered Financial Analyst or Chartered Certified Accountant or Certified Public Accountant or Chartered Management Accountant or Chartered Secretary or equivalent qualification.	N/A		N/A
1.3(c)	The independent director shall have at least 10 (ten) years of experience in any filed mentioned in clause (b)	✓		Independent Directors possessing more than 33 years of experience.
1.3(d)	In special cases, the above qualification or experiences may be relaxed subject to prior approval of the Commission.	N/A		No such situation has occurred
<b>1.4</b>	<b>Duality of Chairperson of the Board of Directors and Managing Directors or Chief Executive Officer :-</b>			
1.4(a)	The position of the Chairperson of the Board and the Managing Director (MD) and /or Chief Executive Officer (CEO) of the Company shall be filled by different individuals.	✓		Chairperson of the Board and MD / CEO are different individuals.
1.4(b)	The managing Director (MD) and/or Chief Executive Officer (CEO) of a listed Company shall not hold the same position in another listed Company.	✓		In Practice
1.4 (c)	The Chairperson of the Board shall be elected from among the non-executive directors of the Company.	✓		Do

Condition No.	Title	Compliance Status (Put $\checkmark$ in the appropriate column)		Remarks (If any)
		Complied	Not complied	
1.4 (d)	The Board shall clearly define respective roles and responsibilities of the Chairperson and the Managing Director and /or Chief Executive Officer.	$\checkmark$		Do
1.4 (e)	In the absence of the Chairperson of the Board, the remaining members may elect one of themselves from non-executive directors as Chairperson for that particular Boards meeting the reason of absence of the regular Chairperson shall be duly recorded in the minutes.	$\checkmark$		Do
1.5	The Directors' Report to Shareholders			
1.5(i)	Industry outlook & possible future development in the industry	$\checkmark$		The Directors' Report complies with the CG code.
1.5(ii)	Segment- wise or product- wise performance	$\checkmark$		Do
1.5(iii)	Risks and concerns including internal and external risk factors, threat to sustainability and negative impact on environment, if any.	$\checkmark$		Do
1.5(iv)	A discussion on Cost of Goods sold, Gross Profit and Net Profit Margin and Net profit Margin, Where applicable	$\checkmark$		Do
1.5(v)	Discussion on continuity of any Extra-Ordinary activities and their implication ( gain or loss)	$\checkmark$		Do
1.5(vi)	A detailed discussion on related party transactions alongwith a statement showing amount, nature of related party,nature of transactions and basis of transactions of all relatedparty transactions;	$\checkmark$		Do
1.5(vii)	A statement of utilization of proceeds raised through publicissues, rights issues and/or any other instruments;	N/A		N/A
1.5(viii)	An explanation if the financial results deteriorate after the Company goes for IPO, RPO, Rights offer, Direct listing etc.	N/A		N/A
1.5(ix)	An explanation on any significant variance that occurs between Quarterly Financial performances and Annual Financial Statements;	N/A		No such incident has occurred during this financial year
1.5(x)	A statement of Remuneration paid to directors including independent directors	$\checkmark$		Stated in the Annexure – I of the Directors report
1.5(xi)	A statement that The financial statements present fairly its state of affairs, the result of its operations, cash flows and changes in equity	$\checkmark$		In Practice
1.5(xii)	Proper books of accounts have been maintained	$\checkmark$		
1.5(xiii)	A statement that appropriate accounting policies have been consistently applied in preparation of the financial statements and that the accounting estimates are based on reasonable and prudent judgment	$\checkmark$		Do
-1.5(xiv)	IAS/BAS/IFRS/BFRS, as applicable in Bangladesh, have been followed and adequate disclosure for any departure	$\checkmark$		Do
1.5(xv)	A statement that the system of internal control is sound in design and has been effectively implemented and monitored	$\checkmark$		Do
1.5(xvi)	A statement that minority shareholders have been protected from abusive actions by, or in the interest of, controlling shareholders acting either directly or indirectly and have effective means of redress.	$\checkmark$		Do
1.5(xvii)	A statement that there is no significant doubt upon the issuer Company's ability to continue as a going concern, if the issuer Company is not considered to be a going concern, the fact along with reasons there of shall be disclosed;	$\checkmark$		Do

Condition No.	Title	Compliance Status (Put ✓ in the appropriate column)		Remarks (If any)
		Complied	Not complied	
1.5(xviii)	An explanation that significant deviations from the last year's operating results of the issuer Company shall be highlighted and the reasons thereof shall be explained;	✓		Do
1.5(xix)	A statement where key operating and financial data of at least preceding 5 (five) years shall be summarized.	✓		Stated in the Annexure – I of the Directors report
1.5(xx)	An explanation on the reasons if the issuer Company has not declared dividend (cash or stock) for the year	✓		22% cash dividend has been recommended for the shareholders
1.5(xxi)	Board's statement to the effect that no bonus share or stock dividend has been or shall be declared as interim dividend	N/A		N/A
1.5(xxii)	The total number of Board meetings held during the year and attendance by each director	N/A		Stated in the Annexure – I of the Directors report
<b>1.5(xxiii)</b>	<b>Pattern of shareholding and name wise details (disclosing aggregate number of shares):</b>			
1.5(xxiii) (a)	Parent/Subsidiary/Associated Companies and other related parties (Name wise details)	✓		In Practice
1.5(xxiii) (b)	Directors, Chief Executive Officer (CEO), Company Secretary (CS), Chief Financial Officer (CFO), Head of Internal Audit (HIA) and their spouses and minor children (Name wise details)	✓		Do
1.5(xxiii) (c)	Executives	✓		Do
1.5(xxiii) (d)	Shareholders holding ten percent (10%) or more voting interest in the Company (Name wise details)	✓		Borak Real Estate Ltd. is holding 19.37% shares
<b>1.5(xxiii)</b>	<b>Pattern of shareholding and name wise details (disclosing aggregate number of shares):</b>			
1.5(xxiv)(a)	A brief resume of the Director	✓		Borak Real Estate Ltd. is holding 19.37% shares
1.5(xxiv)(b)	Nature of his /her expertise in specific functional areas	✓		Do
1.5(xxiv)(c)	Name of companies in which the person also holds the directorship and the membership of committees of that Board.	✓		Do
<b>1.5(xxv)</b>	<b>Management's Discussion and Analysis signed by CEO or MD presenting detailed analysis of the Company's position and operations along with a brief discussion of changes in the financial statements, among others, focusing on:</b>			
1.5(xxv)(a)	Accounting policies and estimation for preparation of financial statements	✓		In Practice
1.5(xxv)(b)	Changes in accounting policies and estimation, if any, clearly describing the effect on financial performance or results and financial position as well as cash flows in absolute figure for such changes	✓		Do
1.5(xxv)(c)	Comparative analysis (including effects of inflation) of financial performance or results and financial position as well as cash flows for current financial year with immediate preceding five years explaining reasons thereof	✓		Do
1.5(xxv)(d)	Compare such financial performance or results and financial position as well as cash flows with the peer industry scenario	✓		Do
1.5(xxv)(e)	Briefly explain the financial and economic scenario of the country and the globe	✓		Do
1.5(xxv)(f)	Risks and concerns issues related to the financial statements, explaining such risk and concerns mitigation plan of the Company	✓		Do
1.5(xxv)(g)	Future plan or projection or forecast for Company's operation, performance and financial position, with justification thereof i.e., actual position shall be explained to the shareholders in the next AGM	✓		Do
1.5(xxvi)	Declaration or certification by the CEO and the CFO to the Board as required under condition No. 3(3) shall be disclosed as per Annexure-A	✓		Do



Condition No.	Title	Compliance Status (Put ✓ in the appropriate column)		Remarks (If any)
		Complied	Not complied	
1.5(xxvii)	The report as well as certificate regarding compliance of conditions of this Code as required under condition No. 9 shall be disclosed as per <b>Annexure-B and Annexure-C</b> .	√		Do
1.6	<b>Meetings of the Board of Directors</b>	√		Do
1.7	<b>Code of Conduct for the Chairperson, other Board members and Chief Executive Officer</b>			
1.7(a)	The Board shall lay down a code of conduct, based on the recommendation of the Nomination and Remuneration Committee (NRC) at condition No. 6, for the Chairperson of the Board, other board members and Chief Executive Officer of the Company	N/A		Stated in the Annexure – I of the Directors report
1.7(b)	The code of conduct as determined by the NRC shall be posted on the website of the Company 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	√		Do
2	<b>Governance of Board of Directors of Subsidiary Company.</b>			
2(a)	Provisions relating to the composition of the Board of the holding Company shall be made applicable to the composition of the Board of the subsidiary Company	N/A		N/A
2(b)	At least 1 (one) independent director on the Board of the holding Company shall be a director on the Board of the subsidiary Company	N/A		N/A
2(c)	The minutes of the Board meeting of the subsidiary Company shall be placed for review at the following Board meeting of the holding Company	N/A		N/A
2(d)	The minutes of the respective Board meeting of the holding Company shall state that they have reviewed the affairs of the subsidiary Company also.	N/A		N/A
2(e)	The Audit Committee of the holding Company shall also review the financial statements, in particular the investments made by the subsidiary Company.	N/A		N/A
3.	<b>Managing Director (MD) or Chief Executive Officer (CEO), Chief Financial Officer (CFO), Head of Internal Audit and Compliance (HIAC) and Company Secretary (CS).</b>			
3.1	Appointment	√		In Practice
3.1(a)	The Board shall appoint a Managing Director (MD) or Chief Executive Officer (CEO), a Company Secretary (CS), a Chief Financial Officer (CFO) and a Head of Internal Audit and Compliance (HIAC)	√		In Practice
3.1(b)	The positions of the Managing Director (MD) or Chief Executive Officer (CEO), Company Secretary (CS), Chief Financial Officer (CFO) and Head of Internal Audit and Compliance (HIAC) shall be filled by different individuals	√		In Practice
3.1(c)	The MD or CEO, CS, CFO and HIAC of a listed Company shall not hold any executive position in any other Company at the same time	√		Common MD for all companies of Unique Group
3.1(d)	The Board shall clearly define respective roles, responsibilities and duties of the CFO, the HIAC and the CS	√		In Practice
3.1(e)	The MD or CEO, CS, CFO and HIAC shall not be removed from their position without approval of the Board as well as immediate dissemination to the Commission and stock exchange(s)	√		In Practice

Condition No.	Title	Compliance Status (Put ✓ in the appropriate column)		Remarks (If any)
		Complied	Not complied	
3.2	Requirement to attend Board of Directors' Meetings	✓		Do
<b>3.3</b>	<b>Duties of Managing Director (MD) or Chief Executive Officer (CEO) and Chief Financial Officer (CFO)</b>			
3.3(a)	The MD or CEO and CFO shall certify to the Board that they have reviewed financial statements for the year and that to the best of their knowledge and belief.	✓		Do
3.3(a)(i)	These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;	✓		Do
3.3(a)(ii)	These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards and applicable laws	✓		Do
3.3 (b)	The MD or CEO and CFO shall also certify that there are, to the best of knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or in violation of the code of conduct for the Company's Board or its members;	✓		Certification stated in page no.101
3.3 (c)	The certification of the MD or CEO and CFO shall be disclosed in the Annual Report.	✓		Do
<b>4</b>	<b>Board of Directors' Committee.</b>			
4.i	Audit Committee	✓		In Practice
4.ii	Nomination and Remuneration Committee.	✓		In Practice
<b>5</b>	<b>AUDIT COMMITTEE:</b>			
5(i)	Responsibility to the Board of Directors	✓		In Practice
5.1(a)	The Company shall have an Audit Committee as a sub-committee of the Board of Directors	✓		In Practice
5.1(b)	The Audit Committee shall assist the BOD in ensuring that the financial statements reflect true and fair view of the state of affairs of the Company and in ensuring a good monitoring system within the business	✓		In Practice
5.1(c)	The Audit Committee shall responsible to the BOD. The duties of the Audit Committee shall be clearly set forth in writing	✓		In Practice
<b>5.2</b>	<b>Constitution of the Audit Committee</b>			
5.2(a)	The Audit Committee shall be composed of at least 3 (three) members	✓		The Audit Committee is composed with 3 (Three) members.
5.2(b)	The BOD shall appoint members of the Audit Committee who shall be directors of the Company and shall include at least 1 (one) independent director.	✓		The members of the Audit Committee are appointed by the Board which includes 1 (one) Independent Director.
5.2(c)	All members of the audit committee should be "financially literate" and at least 1 (one) member shall have accounting or related financial management background and 10 (ten) years of such experience	✓		All members of the Committee are more than 10 years' experience.
5.2(d)	When the term of service of any Committee member expires or there is any circumstance causing any Committee member to be unable to hold office before expiration of the term of service, thus making the number of the Committee members to be lower than the prescribed number of 3 (three) persons, the Board shall appoint the new Committee member to fill up the vacancy immediately or not later than 1 (one) month from the date of vacancy in the Committee to ensure continuity of the performance of work of the Audit Committee	N/A		No such situation has occurred during this financial year

Condition No.	Title	Compliance Status (Put $\checkmark$ in the appropriate column)		Remarks (If any)
		Complied	Not complied	
5.2(e)	The Company Secretary shall act as the Secretary of the Audit Committee	$\checkmark$		In Practice
5.2(f)	The quorum of the Audit Committee meeting shall not constitute without at least 1 (one) independent director	$\checkmark$		In Practice
<b>5.3</b>	<b>Chairperson of the Audit Committee</b>			
5.3 (a)	The Board shall select 1 (one) member of the Audit Committee to be Chairperson of the Audit Committee, who shall be an independent director	$\checkmark$		Rtn. Ghulam Mustafa, Independent Director is the Chairperson of the Audit Committee.
5.3 (b)	In the absence of the Chairperson of the Audit Committee, the remaining members may elect one of themselves as Chairperson for that particular meeting, in that case there shall be no problem of constituting a quorum as required under condition No. 5(4)(b) and the reason of absence of the regular Chairperson shall be duly recorded in the minutes	$\checkmark$		No such situation has occurred during this financial year
5.3 (c)	Chairperson of the Audit Committee shall remain present in the Annual General Meeting (AGM):	$\checkmark$		In Practice
<b>5.4</b>	<b>Meeting of the Audit Committee</b>			
5.4(a)	The Audit Committee shall conduct at least its four meetings in a financial year	$\checkmark$		Practice
5.4(b)	The quorum of the meeting of the Audit Committee shall be constituted in presence of either two members or two-third of the members of the Audit Committee, whichever is higher, where presence of an independent director is a must	$\checkmark$		In Practice
<b>5.5</b>	<b>Role of Audit Committee</b>	$\checkmark$		
5.5(a)	Oversee the financial reporting process	$\checkmark$		In Practice
5.5(b)	Monitor choice of accounting policies and principles	$\checkmark$		In Practice
5.5(c)	Monitor Internal Control Risk management process	$\checkmark$		In Practice
5.5(d)	Oversee hiring and performance of external auditors	$\checkmark$		In Practice
5.5(e)	Hold meeting with the external or statutory auditors for review of the annual financial statements before submission to the Board for approval or adoption;	$\checkmark$		In Practice
5.5(f)	Review along with the management, the annual financial statements before submission to the Board for approval;	$\checkmark$		In Practice
5.5(g)	Review along with the management, the quarterly and half yearly financial statements before submission to the Board for approval;	$\checkmark$		In Practice
5.5(h)	Review the adequacy of internal audit function;	$\checkmark$		In Practice
5.5(i)	Review the Management's Discussion and Analysis before disclosing in the Annual Report;	$\checkmark$		In Practice
5.5(j)	Review statement of all related party transactions submitted by the management;	$\checkmark$		In Practice
5.5(k)	Review Management Letters or Letter of Internal Control Weakness issued by statutory auditors.	$\checkmark$		In Practice
5.5(L)	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;	$\checkmark$		In Practice

Condition No.	Title	Compliance Status (Put ✓ in the appropriate column)		Remarks (If any)
		Complied	Not complied	
5.5(m)	Oversee whether the proceeds raised through Initial Public Offering (IPO) or Repeat Public Offering (RPO) or Rights Share Offer have been utilized as per the purposes stated in relevant offer document or prospectus approved by the Commission:	N/A		N/A
<b>5.6</b>	<b>Reporting of the Audit Committee</b>	✓		In Practice
<b>5.6(a)</b>	<b>Reporting to the Board of Directors</b>	✓		In Practice
5.6 (a) (i)	The Audit Committee shall report on its activities to the Board	✓		In Practice
5.6 (a) (ii)	The Audit Committee shall immediately report to the Board on the following findings, if any	✓		In Practice
5.6 (a) (ii)(a)	Report on conflicts of interests	✓		In Practice
5.6 (a) (ii)(b)	Suspected or presumed fraud or irregularity or material defect identified in the internal audit and compliance process or in the financial statements	✓		In Practice
5.6 (a) (ii)(c)	Suspected infringement of laws, regulatory compliances including securities related laws, rules and regulations	✓		In Practice
5.6 (a) (ii)(d)	Any other matter which the Audit Committee deems necessary shall be disclosed to the Board immediately	✓		In Practice
<b>5.6.(b)</b>	<b>Reporting to the Authorities</b>	✓		In Practice
<b>5.7</b>	<b>Reporting to the Shareholders and General Investors</b>	✓		In Practice
<b>6</b>	<b>Nomination and Remuneration Committee (NRC).</b>			
<b>6.a</b>	<b>Responsibility to the Board of Directors</b>	✓		In Practice
6.1(a)	The Company shall have a Nomination and Remuneration Committee (NRC) as a sub-committee of the Board	✓		In Practice
6.1(b)	The NRC shall 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 executive	✓		In Practice
6.1(c)	The Terms of Reference (TOR) of the NRC shall be clearly set forth in writing covering the areas stated at the condition No. 6(5)(b).	✓		In Practice
<b>6.2</b>	<b>Constitution of the NRC</b>	✓		In Practice
6.2(a)	The Committee shall comprise of at least three members including an independent director	✓		The NRC composed with 4 members including an independent director
6.2(b)	All members of the Committee shall be non-executive directors	✓		All members of the NRC are non-executive Director.
6.2(c)	Members of the Committee shall be nominated and appointed by the Board			In Practice
6.2(d)	The Board shall have authority to remove and appoint any member of the Committee			In Practice
6.2(e)	In case of death, resignation, disqualification, or removal of any member of the Committee or in any other cases of vacancies, the board shall fill the vacancy within 180 (one hundred eighty) days of occurring such vacancy in the Committee	✓		No such situation has occurred during this financial year

Condition No.	Title	Compliance Status (Put ✓ in the appropriate column)		Remarks (If any)
		Complied	Not complied	
6.2(f)	The Chairperson of the Committee may appoint or co-opt any external expert and/or member(s) of staff to the Committee as advisor who shall be non-voting member, if the Chairperson feels that advice or suggestion from such external expert and/or member(s) of staff shall be required or valuable for the Committee	√		In Practice
6.2(g)	The Company Secretary shall act as the secretary of the Committee	√		In Practice
6.2(h)	The quorum of the NRC meeting shall not constitute without attendance of at least an independent director	√		In Practice
6.2(i)	No member of the NRC shall receive, either directly or indirectly, any remuneration for any advisory or consultancy role or otherwise, other than Director's fees or honorarium from the Company	√		In Practice
<b>6.3</b>	<b>Chairperson of the NRC</b>			
6.3(a)	The Board shall select 1 (one) member of the NRC to be Chairperson of the Committee, who shall be an independent director	√		K. Mahmood Sattar, Independent Director is the Chairperson of the Committee.
6.3(b)	In the absence of the Chairperson of the NRC, the remaining members may elect one of themselves as Chairperson for that particular meeting, the reason of absence of the regular Chairperson shall be duly recorded in the minutes	√		In Practice
6.3(c)	The Chairperson of the NRC shall attend the annual general meeting (AGM) to answer the queries of the shareholders:	N/A		Form NRC this year for the first time.
<b>6.4</b>	<b>Meeting of the NRC</b>			
6.4(a)	The NRC shall conduct at least one meeting in a financial year	√		In Practice
6.4(b)	The Chairperson of the NRC may convene any emergency meeting upon request by any member of the NRC	√		No such situation has occurred during this financial year
6.4(c)	The quorum of the meeting of the NRC shall be constituted in presence of either two members or two third of the members of the Committee, whichever is higher, where presence of an independent director is must as required under condition No. 6(2)(h)	√		In Practice
6.4(d)	The proceedings of each meeting of the NRC shall duly be recorded in the minutes and such minutes shall be confirmed in the next meeting of the NRC	√		In Practice
<b>6.5</b>	<b>Role of the NRC</b>			
6.5(a)	NRC shall be independent and responsible or accountable to the Board and to the shareholders	√		In Practice
6.5(b)	NRC shall oversee, among others, the following matters and make report with recommendation to the Board:	√		In Practice
6.5(b)(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	√		In Practice
6.5(b)(i)(a)	The level and composition of remuneration is reasonable and sufficient to attract, retain and motivate suitable directors to run the Company successfully	√		In Practice

Condition No.	Title	Compliance Status (Put ✓ in the appropriate column)		Remarks (If any)
		Complied	Not complied	
6.5(b)(i)(b)	The relationship of remuneration to performance is clear and meets appropriate performance benchmarks	✓		In Practice
6.5(b)(i)(c)	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	✓		In Practice
6.5(b)(ii)	Devising a policy on Board's diversity taking into consideration age, gender, experience, ethnicity, educational background and nationality	✓		In Practice
6.5(b)(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	✓		In Practice
6.5(b)(iv)	Formulating the criteria for evaluation of performance of independent directors and the Board	✓		In Practice
6.5(b)(v)	Identifying the Company's needs for employees at different levels and determine their selection, transfer or replacement and promotion criteria	✓		In Practice
6.5(b)(vi)	Developing, recommending and reviewing annually the Company's human resources and training policies	✓		In Practice
6.5(c)	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	✓		In Practice
<b>7.</b>	<b>EXTERNAL / STATUTORY AUDITORS:</b>			
7.1	The issuer Company shall not engage its external or statutory auditors to perform the following services of the Company, namely	✓		In Practice
7.1(i)	Appraisal or valuation services or fairness opinions	✓		In Practice
7.1(ii)	Financial information systems design and implementation	✓		In Practice
7.1(iii)	Book-keeping or other services related to the accounting records or financial statements	✓		In Practice
7.1(iv)	Broker-dealer services	N/A		N/A
7.1(v)	Actuarial services	N/A		N/A
7.1(vi)	Internal audit services or special audit services	✓		In Practice
7.1(vii)	Any service that the Audit Committee determines			
7.1(viii)	Audit or certification services on compliance of corporate governance as required under condition No. 9(1)	✓		In Practice
7.1(ix)	Any other service that creates conflict of interest	✓		In Practice
7.2	No partner or employees of the external audit firms shall possess any share of the Company they audit at least during the tenure of their audit assignment of that Company; his or her family members also shall not hold any shares in the said Company: Provided that spouse, son, daughter, father, mother, brother, sister, son-in-law and daughter-in-law shall be considered as family members	✓		In Practice
7.3	Representative of external or statutory auditors shall remain present in the Shareholders' Meeting (Annual General Meeting or Extraordinary General Meeting) to answer the queries of the shareholders	✓		In Practice

Condition No.	Title	Compliance Status (Put ✓ in the appropriate column)		Remarks (If any)
		Complied	Not complied	
8.	<b>Maintaining a website by the Company</b>			
8.1	The Company shall have an official website linked with the website of the stock exchange	√		www.uhrlbd.com
8.2	The Company shall keep the website functional from the date of listing	√		In Practice
8.3	The Company shall make available the detailed disclosures on its website as required under the listing regulations of the concerned stock exchange(s).	√		In Practice
9.	<b>REPORTING AND COMPLIANCE OF CORPORATE GOVERNANCE:</b>			
9.1	The Company shall obtain a certificate from a practicing Professional Accountant or Secretary (Chartered Accountant or Cost and Management Accountant or Chartered Secretary) other than its statutory auditors or audit firm on yearly basis regarding compliance of conditions of Corporate Governance Code of the Commission and shall such certificate shall be disclosed in the Annual Report.	√		Certificate has been obtained from ARTISAN-Chartered Accountants for the year ended on 30 June 2018 which is published in annual Report.
9.2	The professional who will provide the certificate on compliance of this Corporate Governance Code shall be appointed by the shareholders in the annual general meeting.	√		In Practice
9.3	The directors of the Company shall state, in accordance with the Annexure-C attached, in the directors' report whether the Company has complied with these conditions or not.	√		In Practice