



### INDEPENDENT AUDITOR'S REVIEW REPORT

To the members of Pakistan Institute of Corporate Governance

Report on review of Interim Financial Statements

### Introduction

We have reviewed the accompanying condensed interim statement of financial position of **Pakistan Institute of Corporate Governance** (the Institute) as at December 31, 2024 and the related condensed interim statement of income and expenditure and other comprehensive income, condensed interim statement of changes in fund balance, and condensed interim statement of cash flows, and notes to the condensed interim financial statements for the half year then ended (here-in-after referred to as the "interim financial statements"). Management is responsible for the preparation and presentation of these interim financial statements in accordance with accounting and reporting standards as applicable in Pakistan for interim financial reporting. Our responsibility is to express a conclusion on these interim financial statements based on our review.

# Scope of Review

We conducted our review in accordance with International Standard on Review Engagements 2410, "Review of Interim Financial Information Performed by the Independent Auditor of the Entity". A review of interim financial statements consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with International Standards on Auditing and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

### Conclusion

Based on our review, nothing has come to our attention that causes us to believe that the accompanying interim financial statements are not prepared, in all material respects, in accordance with the accounting and reporting standards as applicable in Pakistan for interim financial reporting.

The engagement partner on the review resulting in this independent auditor's review report is Junaid Mesia.

A.F.Ferguson & Co. Chartered Accountants

Karachi

Dated: February 28, 2025

UDIN: RR202410611UywXHrBCM

# PAKISTAN INSTITUTE OF CORPORATE GOVERNANCE CONDENSED INTERIM STATEMENT OF FINANCIAL POSITION AS AT DECEMBER 31, 2024

		Note	December 31, 2024 (Unaudited)	June 30, 2024 (Audited)
ASSETS			•	
Non-current assets				
Property and equipment		4	4,053,068	4,459,194
Intangible asset			1,370,903	
Right of use assets		5	13,834,747	16,429,219
Investments - long term		6	22,483,981	22,574,977
Security deposits		7	1,540,470	1,540,470
			43,283,169	45,003,860
Current assets				
Receivables - Unsecured	3	8	9,144,756	4,507,892
Prepayments, advances and other receivable			2,680,235	3,132,499
Investments - short term		6	175,666,985	191,547,160
Tax refunds due from Government		9	32,555,863	26,590,680
Cash and bank balances		10	53,615,311	20,258,082
			273,663,150	246,036,313
Total assets	25		316,946,319	291,040,173
FUND BALANCE AND LIABILITIES				
Fund balance				
Accumulated fund			241,539,618	221,089,774
Accumulated fund			211,000,010	
Non-current liability	*			
Lease liability against right of use assets		11	10,900,279	12,859,219
Current liabilities				
Fees in advance		12	27,966,591	15,452,795
Deferred grant income		13	404,748	3,299,748
Current portion of lease liability against right of use assets		11	3,379,079	4,589,641
Other payables			26,910,727	21,454,168
Accrued expenses			5,845,277	12,294,828
			64,506,422	57,091,180
Total liabilities			75,406,701	69,950,399
Total Fund Balance and Liabilities	et.		316,946,319	291,040,173

The annexed notes 1 to 25 form an integral part of these condensed interim financial statements.

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Chief Executive Officer

CONTINGENCIES AND COMMITMENTS

Director

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# PAKISTAN INSTITUTE OF CORPORATE GOVERNANCE CONDENSED INTERIM STATEMENT OF INCOME AND EXPENDITURE AND OTHER COMPREHENSIVE INCOME (UNAUDITED) FOR THE HALF YEAR ENDED DECEMBER 31, 2024

	Note	December 31, 2024	December 31, 2023
		(Ru	pees)
INCOME			
Revenue from services	15	80,440,227	57,353,925
EXPENDITURE			
Cost of services	16	(62,434,277)	(44,188,001) (12,810,715)
Administrative and selling expenses Provision for expected credit loss allowance	17	(16,344,678) (2,430,167)	(1,898,090)
		(81,209,122)	(58,896,806)
Other income	19	21,218,739	16,803,771
Surplus for the period		20,449,844	15,260,890
Other comprehensive income			
Total comprehensive income for the period		20,449,844	15,260,890

The annexed notes 1 to 25 form an integral part of these condensed interim financial statements.

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Chief Executive Officer

# PAKISTAN INSTITUTE OF CORPORATE GOVERNANCE CONDENSED INTERIM STATEMENT OF CHANGES IN FUND BALANCE FOR THE HALF YEAR ENDED DECEMBER 31, 2024

	Accumulated Fund
	(Rupees)
Balance as at July 01, 2023 (audited)	178,831,066
Total comprehensive income for the period	15,260,890
Balance as at December 31, 2023 (unaudited)	194,091,956
Total comprehensive income for the period	26,997,818
Balance as at July 01, 2024 (audited)	221,089,774
Total comprehensive income for the period	20,449,844
Balance as at December 31, 2024 (unaudited)	241,539,618

The annexed notes 1 to 25 form an integral part of these condensed interim financial statements.

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Chief Executive Officer

# PAKISTAN INSTITUTE OF CORPORATE GOVERNANCE CONDENSED INTERIM STATEMENT OF CASH FLOWS (UNAUDITED) FOR THE HALF YEAR ENDED DECEMBER 31, 2024

	Note	December 31, 2024	December 31, 2023 pees)	
CASH FLOWS FROM OPERATING ACTIVITIES		(Ku)	,000	
Surplus for the period		20,449,844	15,260,890	
Adjustment for:				
Return on bank balances and investments	19	(18,323,739)	(16,171,556)	
Depreciation on right of use assets	5	2,594,472	1,775,665	
Depreciation on property and equipment		721,877	669,945	
Amortisation of intangible assets		47,407	-	
Finance cost on lease liability against right of use assets	11	1,171,880	396,209	
Gain on disposal of fixed assets			(455)	
Provision for expected credit loss allowance		(2,430,167)	1,898,090	
Deferred income	19	(2,895,000)	(600,000)	
Surplus before working capital changes		1,336,574	3,228,788	
(Increase) in current assets			11.011.510	
Receivables - Unsecured		(2,206,697)	(4,341,542)	
Prepayments, advances and other receivable		(3,101)	(496,554)	
Increase in current liabilities		(2,209,798)	(4,838,096)	
Fees in advance		12,513,796	15,924,046	
Accrued expenses		(6,449,551)	(11,727,209)	
Other payables		5,456,559	2,674,891	
		11,520,804	6,871,728	
Cash generated from operations		10,647,580	5,262,420	
Withholding tax deducted		(5,965,183)	(5,111,675)	
Profit on savings account		4,548,418	3,515,342	
Net cash generated from operating activities		9,230,815	3,666,087	
CASH FLOWS FROM INVESTING ACTIVITIES				
Purchase of investments		(114,719,166)	(29,928,593)	
Purchase of property and equipment	4	(315,750)	(1,792,944)	
Purchase of intangible assets		(1,418,310)	-	
Proceeds from disposal of property and equipment		-	54,000	
Proceeds from disposal of investments		134,819,166	46,720,070	
Return on investments received		10,101,856	8,175,358	
Net cash generated from investing activities		28,467,796	23,227,891	
CASH FLOWS FROM FINANCING ACTIVITIES		(4.5.4.555)	(0.4.17.770.1)	
Payment of lease liability	11	(4,341,382)	(3,147,764)	
Net cash used in financing activities		(4,341,382)	(3,147,764)	
Net increase in cash and cash equivalents		33,357,229	23,746,214	
Cash and cash equivalents at the beginning of the period		20,258,082	52,498,314	
Cash and cash equivalents at the end of the period	20	53,615,311	76,244,528	

The annexed notes 1 to 25 form an integral part of these condensed interim financial statements.

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Chief Executive Officer

## PAKISTAN INSTITUTE OF CORPORATE GOVERNANCE NOTES TO AND FORMING PART OF THE CONDENSED INTERIM FINANCIAL STATEMENTS (UNAUDITED) FOR THE HALF YEAR ENDED DECEMBER 31, 2024

#### 1 THE INSTITUTE AND ITS OPERATIONS

- 1.1 Pakistan Institute of Corporate Governance (the Institute) was incorporated in Pakistan as a company limited by guarantee without share capital on December 01, 2004 under section 42 of the repealed Companies Ordinance, 1984 (now section 42 of the Companies Act, 2017). It's members include 103 (June 30, 2024: 103) Corporate, 29 (June 30, 2024: 29) Individual and the following founding members:
  - Securities and Exchange Commission of Pakistan
  - The State Bank of Pakistan
  - The Pakistan Stock Exchange Limited
  - Institute of Business Administration
  - Lahore University of Management Sciences
  - Institute of Chartered Accountants of Pakistan
  - Institute of Corporate Secretaries of Pakistan
  - Institute of Cost and Management Accountants of Pakistan
  - Overseas Investors Chamber of Commerce and Industry
  - Federation of Pakistan Chambers of Commerce and Industry
  - Insurance Association of Pakistan
  - Mutual Funds Association of Pakistan
  - Pakistan Banks Association
- 1.2 The main objective of the Institute is to promote awareness of corporate governance and encourage compliance with good corporate governance practices by corporate bodies and professionals. In this regard, the Institute also conducts directors' training program based on a standard curriculum for which the Institute has arrangements with foreign organisations.
- 1.3 The registered office of the Institute is situated at office suite 316, "The Forum", Clifton, Karachi, Pakistan.

## 2 STATEMENT OF COMPLIANCE

- 2.1 These condensed interim financial statements have been prepared in accordance with the accounting and reporting standards as applicable in Pakistan for interim financial reporting. The accounting and reporting standards as applicable in Pakistan for interim financial reporting comprise of:
  - International Accounting Standard (IAS) 34, Interim Financial Reporting, issued by the International Accounting Standards Board (IASB) as notified under the Companies Act, 2017; and
  - Provisions of and directives issued under the Companies Act, 2017.

Where the provisions of and directives issued under the Companies Act, 2017 differ with the requirements of IAS 34, the provisions of and directives issued under the Companies Act, 2017 have been followed.

The disclosures made in these condensed interim financial statements have, however, been limited based on the requirements of the International Accounting Standard 34: 'Interim Financial Reporting'. These condensed interim financial statements do not include all the information and disclosures required in a full set of financial statements and should be read in conjunction with the audited annual financial statements of the Institute for the year ended June 30, 2024.

These condensed interim financial statements are unaudited. However, a limited scope review has been performed by the external auditors.

### 2.2 Basis of measurement

These condensed interim financial statements have been prepared under the historical cost convention except for the following:

- Right-of-use assets and their related lease liability are carried at present value of future lease rentals adjusted for any lease payments made at or before the commencement date of the lease;
- certain investments classified as FVPL are carried at fair value in accordance with the requirements of IFRS-9.
- 2.3 Amendments and interpretations to accounting and reporting standards that are effective in the current period

There are certain new amendments and interpretations to the accounting and reporting standards which are mandatory for the Institute during the current period. However, these do not have any significant impact on the Institute's financial statements and therefore are not disclosed in these condensed interim financial statements.



## 2.4 Standards, amendments and interpretations to accounting and reporting standards that are not yet effective

There are certain new and amended standards and interpretations that are mandatory for the Institute's accounting periods beginning on or after July 1, 2025 but are considered not to be relevant or will not have any significant effect on the Institute's operations and therefore are not disclosed in these condensed interim financial statements except for the following:

- The new standard IFRS 18 'Presentation and Disclosure in Financial Statements' (IFRS 18) (published in April 2024) with applicability date of January 1, 2027 by IASB. IFRS 18 when adopted and applicable shall impact the presentation of 'Statement of Profit or Loss' with certain additional disclosures in the financial statements;
- Amendments to IFRS 9 'Financial Instruments which clarify the date of recognition and derecognition of a financial asset or financial liability including settlement of liabilities through banking instruments and channels including electronic transfers. The amendment when applied may impact the timing of recognition and derecognition of financial liabilities.

The management is in the process of assessing the impacts of the new standards and amendments on the financial statements of the Institute.

#### 3 MATERIAL ACCOUNTING POLICY INFORMATION AND ACCOUNTING ESTIMATES AND JUDGMENTS

- 3.1 The material accounting policies applied in the preparation of these condensed interim financial statements are consistent with those followed in the preparation of the Institute's annual audited financial statements for the year ended June 30, 2024.
- 3.2 The preparation of these condensed interim financial statements in conformity with the accounting and reporting standards as applicable in Pakistan for interim financial reporting requires the use of certain critical accounting estimates. It also requires management to exercise its judgment in the process of applying the Institute's accounting policies. Estimates and judgments are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. Revisions to accounting estimates are recognised in the period in which the estimate is revised and in any future periods affected.

Judgments and estimates made by the management in the preparation of these condensed interim financial statements are the same as those applied in the Institute's annual financial statements for the year ended June 30, 2024.

The Institute's financial risk management objectives and policies are consistent with those disclosed in the annual financial statements as at and for the year ended June 30, 2024.

4 This includes addition of Rs. 315,750 (December 31, 2023: Rs. 1,507,390) pertaining to purchase of air conditioner for the office suite 316.

cember 31, 2024	June 30, 2024
Haddited	(Audited)
(Rup	ees)
88,492,660	24,074,337
-	14,418,323
8,492,660	38,492,660
2,063,441	17,184,718
2,594,472	4,878,723
4,657,913	22,063,441
3,834,747	16,429,219
60	60
3	8,492,660 8,492,660 2,063,441 2,594,472 4,657,913 3,834,747



			Note	December 31, 2024 (Unaudited)	June 30, 2024 (Audited)
6	INVESTMENTS				oees)
		-			
	Investments - long term				
	- At amortised cost	**			
	GOP ljarah sukuks		6.1	22,483,981	22,574,977
				22,483,981	22,574,977
	Investments - short term				
	- At amortised cost	20			
	Pakistan Investment Bonds			-	70,908,158
	GOP ljarah sukuks		6.1	- 1	32,196,052
				-	103,104,210
	- At fair value through profit or loss				
	Units of open-ended mutual funds			175,666,985	88,442,950
				175,666,985	191,547,160
		33		198,150,966	214,122,137
					2.1,122,101

- 6.1 These carry yield within a range of 18.93% 20.91% per annum (June 30, 2024: 16.17% 22.89% per annum) payable at six month interval and are carried at amortised cost maturing on July 29, 2025 (2024: August 7, 2024 and July 29, 2025)
- 6.2 The market value of securities classified as "at amortised cost" as at December 31, 2024 amounted to Rs. 21.30 million (2024; Rs. 118.63 million).

# 7 SECURITY DEPOSITS

These represent security deposits paid to "The Forum" in accordance with the Rental agreements for office suites 315 and 316.

		Note	December 31, 2024 (Unaudited)	June 30, 2024 (Audited)	
8	RECEIVABLES - UNSECURED		(Rup	ees)	
	Annual subscription		4,061,507	761,079	
	Directors' training program		6,160,609	4,393,824	
	Fee from specialised workshops and others		834,748	1,353,454	
	Receivable against sponsorship income		318,200	-	
	Receivable against board evaluation		3,795,000	1,846,674	
	Receivable against ESG executive track		251,998	-	
			15,422,062	8,355,031	
	Less: Provision for expected credit loss allowance		(6,277,306)	(3,847,139)	
			9,144,756	4,507,892	
9	TAX REFUNDS DUE FROM GOVERNMENT				
	Tax deducted at source	9.1	32,555,863	26,590,680	

9.1 This represents withholding tax deducted from payments made to the Institute. The Institute is in the process of recovering the said balance from the authorities.



		-	Note	December 31, 2024 (Unaudited)	June 30, 2024 (Audited)
10	CASH AND BANK BALANCES			(Rup	
				(	,
	Cash in hand			50,000	50,000
	Cash at bank :				
	- current account			1,052,174	
	- savings accounts			52,513,137	20,208,082
	*			53,615,311	20,258,082
10.1	These represent savings accounts with a commercial bit 18.5% per annum).	ank carrying	interest at t	he rate of 9% per	annum (2024:
				December 31,	June 30,
				2024 (Unaudited)	2024 (Audited)
					(Addited)
11	LEASE LIABILITY AGAINST RIGHT OF USE ASSETS			()	
	Opening balance			17,448,860	8,530,925
	Re-assessment during the period / year				14,418,323
	Finance cost for the period / year			1,171,880	795,140
	Payments for the period / year			(4,341,382)	(6,295,528)
	Closing balance			14,279,358	17,448,860
	Non-current portion of lease liability			10,900,279	12,859,219
	Current portion of lease liability			3,379,079	4,589,641
	•			14,279,358	17,448,860
12	FEES IN ADVANCE				
	Annual subscription fee			7,510,000	
	Advance fee for board evaluation			12,104,000	9,990,000
	Advance fee for ESG executive track			480,000	-
	Advance fee for directors' training program			6,871,771	4,263,975
	Advance fee for specialised workshops			1,000,820	1,198,820
				27,966,591	15,452,795
13	DEFERRED GRANT INCOME				
	Balance at the beginning of the year			3,299,748	5,000,000
	Less: grant income recognised during the year		19	2,895,000	1,700,252
	Balance at the end of the year			404,748	3,299,748
40.4	1- 0000 P-1/-1 1//- 1/- 0	DIOO:			

13.1 In 2023, Pakistan Institute of Corporate Governance (PICG) and Faysal Bank Limited (FABL) embarked on a strategic partnership to enhance the Environmental, Social, and Governance (ESG) ecosystem in Pakistan. Under this collaboration, Faysal Bank Limited provided a grant of Rs. 5 million to PICG. The grant is allocated to provide strategic support for ESG development, including capacity building, research, training, and advisory services at critical stages of corporate ESG adoption.

This grant was initially classified as 'Deferred grant income' in the statement of financial position and is being recognised in the statement of income and expenditure in alignment with the fulfilment of agreed-upon milestones.

## 14 CONTINGENCIES AND COMMITMENTS

There were no contingencies and commitments outstanding as at December 31, 2024 and June 30, 2024.



			No	te	December 31, 2024 (Unau	December 31, 2023 idited)
15	REVENUE FROM SERVICES				(Ru	pees)
	Entrance fee from members				500,000	-
	Annual subscription				7,965,000	7,995,000
	Fee from director's training program				37,447,250	34,766,675
	Fee from specialized workshops				9,252,000	7,908,500
	ESG executive track				1,660,000	-
	Advisory fee for board evaluations				13,925,000	6,683,750
	Sponsorship income				9,690,977	
					80,440,227	57,353,925
16	COST OF SERVICES					
	Training program				18,176,275	14,036,319
	Board evaluation				3,125,000	2,223,000
	Sponsorship event				8,549,737	•
	ESG executive track				3,243,880	
	Salaries, allowances and benefits				27,378,997	26,306,808
	Communication and utilities Insurance				293,296	500,454
	IT Expenses				373,914 1,293,178	233,267 888,153
	11 Expenses				62,434,277	44,188,001
17	ADMINISTRATIVE AND SELLING EXPENSES					
	Salaries, allowances and benefits				6,228,224	4,792,204
	Professional expenses		17.	1	2,518,234	1,988,840
	Travelling and conveyance				187,610	593,151
	Depreciation on right of use asset				2,594,472	1,775,665
	Depreciation on property and equipment				721,877	669,945
	Amortisation of intangible assets				47,407	
	Finance cost on lease liability against right of use as	sets			1,171,880	396,209
	Communication and utilities				312,284	500,454
	Printing and stationery				267,487	156,434
	Insurance expense				85,059	42,493
	Repair and maintenance				884,928	618,103
	Legal charges		100			262,161
	Other expenditure		18	3	1,325,216	1,015,056
					16,344,678	12,810,715
17.1	PROFESSIONAL EXPENSES					
	Finance outsourcing				1,555,200	1,555,200
	Human resource outsourcing				212,206	186,450
	Out of pocket expenses				133,050	169,430
	Subscription Fee				507,198	-
	Internal audit fee				92,880	77,760
	Others				17,700 2,518,234	1,988,840
	,				2,518,234	1,900,040
18	OTHER EXPENDITURE					
	Marketing and advertisement				282,497	290,601
	Others		18.	1	1,042,719	724,455
					1,325,216	1,015,056

<sup>18.1</sup> This mainly includes IT related expenses pertaining to web maintenance, licensing fee and internet charges.

	ā.	Note	December 31, 2024	December 31, 2023
			(Unau	idited)
19	OTHER INCOME		(Ru	pees)
	Return / profit on:			
	- Savings accounts		5,226,344	3,862,155
	- GOP Ijarah sukuks		2,657,636	4,920,384
	- Pakistan Investment Bonds		2,349,201	8,271,006
	Gain on disposal of property and equipment			455
	Unrealised appreciation on units of open-ended mutual funds		7,586,708	-
	Capital gain on disposal of units of open-ended mutual funds		1,637,330	
	Grant income		2,895,000	632,215
	Less: Income credited to provident fund balance		(1,133,480)	(882,444)
	#I		21,218,739	16,803,771
20	CASH AND CASH EQUIVALENTS			
	Cash and bank balances		53,615,311	20,258,082

### 21 TRANSACTIONS WITH RELATED PARTY

Transactions with key management personnel are carried out as per their terms of employment and their details are as follows:

	December 31, 2024	December 31, 2023
		idited) ipees)
Chief executive officer	8,817,498	8,216,000
Other key management personnel	6,408,160	6,908,000
1	15,225,658	15,124,000

# 22 FAIR VALUE OF FINANCIAL INSTRUMENTS

22.1 Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. Consequently, differences can arise between carrying values and the fair value estimates.

Underlying the definition of fair value is the presumption that the Company is a going concern without any intention or requirement to curtail materially the scale of its operations or to undertake a transaction on adverse terms.

22.2 International Financial Reporting Standard 13, 'Fair Value Measurement' requires the Company to classify assets using a fair value hierarchy that reflects the significance of the inputs used in making the measurements. The fair value hierarchy has the following levels:

Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities;

Level 2: inputs other than quoted prices included within level 1 that are observable for the asset or liability either directly or indirectly; and

Level 3: inputs for the asset or liability that are not based on observable market data.

The Institute held the following financial instruments measured at fair value:

	A	s at December 31,	2024 (Unaudi	ted)
Assets	Level 1	Level 2	Level 3	Total
	******	(Rupees i	in '000)	
Financial assets - fair value through profit or loss:		475 000 005		175.666.985
		175,666,985	-	
- Short-term investments (units of mutual fund)		110,000,000		173,000,903



		As at June 30, 2024 (Audited)			
Assets		Level 1	Level 2	Level 3	Total
			(Rupees in	(000)	
Financial assets - fair	value through profit or loss:				
- Short-term investments (units of mutual fund)		-	88,442,950	-	88,442,950
			88,442,950	-	88,442,950
Pakistan Investment Bonds	and PKRV rates for fixed in Association) through Reute are simple average of quo brokers.	ers which are ava tes received from	ailable on MUFAP wa m eight different pre	ebsite. The ra edefined / app	tes announced roved dealers
GOP ljarah sukuks	The fair value of GOP ljara announced by FMA (Finand MUFAP website.				
Units of open-ended	The valuation has been	determined bas	sed on net asset	values (NAV	s) declared by

The fair values of financial assets which are not measured at fair value have been disclosed in note 6.2 of these financial statements using level 2 basis.

## 23 CORRESPONDING FIGURES

mutual funds

Corresponding figures have been rearranged and reclassified, wherever considered necessary, for the purposes of comparison and to reflect the substance of the transactions. The major reclassifications have been disclosed as follows:

Reclassified from	Reclassified to	Amount (Rupees) 2023
Professional expenses		16,259,319
Salaries, allowances and benefits		26,306,808
Communication and utilities	Cost of services	500,454
IT expenses		888,153
Insurance		233,267
Tax refunds due from Government	Other payables	1,926,275

# 24 DATE OF AUTHORISATION FOR ISSUE

These condensed interim financial statements were approved and authorised for issue on <u>Feb 27, 2o25</u> by the Board of Directors of the Institute.

## 25 GENERAL

25.1 Figures have been rounded off to the nearest Rupee, unless otherwise stated.

respective funds.

Affect

Chief Executive Officer