

AUDIT COMMITTEE REPORT

The Audit Committee of Grameenphone, being one of its prime Board sub-committees, assists the Board in discharging its governance responsibilities. A brief of the Audit Committee and its roles, responsibilities and functions are as under:

Composition and Meetings

Dr. Jamaluddin Ahmed FCA, Chairman
M Shahjahan, Member
Tore Johnsen, Member

The Independent Director, Dr. Jamaluddin Ahmed FCA acts as Chairman of the Committee. As per regulatory guidelines, the Company Secretary, Mr. Hossain Sadat acts as Secretary to the Committee. The Audit Committee, accordingly, performs in absolute coherence and ensures compliance with the Corporate Governance Guidelines promulgated by the Bangladesh Securities and Exchange Commission (BSEC).

A total of 7 (seven) meetings were held during 2015. Mr. Md. Ashraf Hassan, Director and Mr. Hans Martin Hoegh Henrichsen, Director attended the meetings as special invitees. Permanent invitees to the meetings were the Chief Executive Officer, Chief Financial Officer and Head of Internal Audit. Relevant heads of divisions and other members of the Management and internal audit team also attended the meetings at occasions as required.

Major Responsibilities of the Audit Committee

The purpose, authority, composition, duties and responsibilities of the Audit Committee are delineated in its Charter. Some of the major responsibilities of the Audit Committee are as follows:

- Review the annual, half-yearly and quarterly Financial Statements and other financial results, and upon its satisfaction of the review, recommend the same to the Board for approval.
- Review the adequacy and effectiveness of financial reporting process, internal control system, risk management, auditing matters, and the Company's processes for monitoring compliance with laws and regulations and the Codes of Conduct.
- Recommend appointment, termination and determination of audit fees for statutory auditors. Consider the scope of work, and oversee and evaluate the works performed by statutory auditors. Review permitted non-audit services performed by statutory auditors.
- Exercise its oversight of the work of Grameenphone Internal Audit. Review the effectiveness of internal audit functions including performance, structure, adequacy of resources, and compliance with professional standards. Examine audit findings and material weaknesses and monitor implementation of audit action plans.

Major Activities of the Audit Committee

- Reviewed the quarterly and annual Financial Statements for the year ended December 31, 2015.
- Considered and made recommendation to the Board on the appointment and remuneration of statutory auditors, Rahman Rahman Huq, Chartered Accounts, a member firm of KPMG for the year 2016.
- Approved the Internal Audit Plan, monitored progress and effected revisions when necessary.
- Reviewed related party transactions for foreign remittance.
- Reviewed compliance of Code of Conduct of the Company.
- Reviewed Management Letter issued by the external auditors in their presence.
- Discussed Internal Audit reports and findings and provided guidance on completion of annual audit plan.
- Monitored the status of implementation of audit action plans and provided guidance to ensure timely completion of action plans.
- Reviewed and received report on the matters as per requirement from the Bangladesh Securities and Exchange Commission (BSEC).
- Reviewed other matters & incidents of significance as per Audit Committee Charter.



Dr. Jamaluddin Ahmed FCA

Chairman
Audit Committee
February 07, 2016

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