

# Audit Committee report

Grameenphone (GP) Board Audit Committee, a sub-committee of the Board, supports the Board in fulfilling its oversight responsibilities. The jurisdiction of GP Board Audit Committee extends over Grameenphone Ltd. and its subsidiaries.

## Composition and Meetings

Dr. Jamaluddin Ahmed FCA, Chairman

Mr. M Shahjahan, Member

Mr. Tore Johnsen, Member

The Independent Director, Dr. Jamaluddin Ahmed FCA acts as Chairman and the Company Secretary, Mr. Hossain Sadat acts as Secretary to the Committee, which ensures compliance with the Corporate Governance Guidelines promulgated by the Bangladesh Securities and Exchange Commission (BSEC).

A total of 5 (five) meetings were held during 2013. Mr. Md. Ashrafal Hassan (Managing Director, Grameen Telecom) attended the meetings as a special invitee. 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 also attended the meetings 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.
- 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 work performed by statutory auditors. Review permitted non-audit services performed by statutory auditors.
- Exercise its oversight of the work of GP Internal Audit. Review the effectiveness of internal audit function 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 in 2013

- Reviewed the quarterly and annual financial statements for the year ended December 31, 2013.
- Considered and made recommendation to the Board on the appointment and remuneration of external auditors, ACNABIN, Chartered Accountants for the year 2014.
- Approved the Internal Audit Plan for 2013, monitored progress and effected revisions when necessary.
- Discussed Internal Audit reports and findings in detail with auditors and members of Management and 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).
- Any other matter or incident of significance as per Audit Committee Charter.



**Dr. Jamaluddin Ahmed FCA**

Chairman

Audit Committee

February 10, 2014