

Annexure-I

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

(Report under Condition No. 9)

Condition No	Title	Compliance Status (Put ✓ in the appropriate column)		Remarks
		Complied	Not complied	
1.	BOARD OF DIRECTORS (BOD):			
1.1	Board's Size (number of Board members – minimum 5 and maximum 20)	✓		Board size comprises 7 (seven) Non-Executive Directors
1.2	Independent Directors:			
1.2(a)	At least one fifth (1/5) of the total number of Directors shall be Independent Directors	✓		There are 2 (two) Non-Executive Independent Directors (ID) out of 7 (seven) Non-Executive 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	✓		
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	✓		
1.2(b) (iii)	Who has not been executive of the company in immediately preceding 2 (two) financial years.	✓		
1.2(b) (iv)	Who does not have any other relationship, whether pecuniary or otherwise, with the company or its subsidiary/associated companies	✓		
1.2(b) (v)	Who is not a member or TREC (Trading Right Entitlement Certificate) holder director or officer of any stock exchange.	✓		
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	✓		



Condition No	Title	Compliance Status (Put ✓ in the appropriate column)		Remarks
		Complied	Not complied	
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	✓		No such case
1.2(b) (viii)	Who shall not independent director in more than 5 (Five) listed companies.	✓		
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)	✓		
1.2(b) (x)	Who has not been convicted for a criminal offence involving moral turpitude	✓		
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).	✓		
1.2 (d)	The post of Independent director(s) cannot remain vacant for more than 90 (ninety) days	✓		No such case in the reporting year
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.	✓		The IDs are in their regular term of office
1.3	Qualification of Independent Director (ID)			
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 IDs justify their eligibility
1.3(b)	Independent director shall have following qualifications:	✓		
1.3(b)(i)	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	Not Applicable		
	Corporate Leader who is or was a top level executive not lower than Chief	Not Applicable		



Condition No	Title	Compliance Status (Put ✓ in the appropriate column)		Remarks
		Complied	Not complied	
1.3(b)(ii)	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			
1.3(b)(iii)	Former official of government or statutory or autonomous or regulatory body in the position not below 5 th Grade of the national pay scale, Who has at least educational background of bachelor degree in economics or commerce or business or Law	Not Applicable		
1.3(b)(iv)	University teacher who has educational background in Economics or Commerce or Business Studies or Law	✓		
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	✓		
1.3(c)	The independent director shall have at least 10 (ten) years of experience in any filled mentioned in clause (b)	✓		
1.3(d)	In special cases, the above qualification or experiences may be relaxed subject to prior approval of the Commission.	Not applicable		No such case in the reporting year
1.4	Duality of Chairperson of the Board of Directors and Managing Directors or Chief Executive Officer:-			
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.	✓		The Chair and Acting CEO are different individuals with clearly defined roles and responsibilities



Condition No	Title	Compliance Status (Put √ in the appropriate column)		Remarks
		Complied	Not complied	
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.	√		The Acting CEO does not hold the same position in any other listed company
1.4 (c)	The Chairperson of the Board shall be elected from among the non-executive directors of the Company.	√		All Board members are Non - Executive Directors. The Chair of the Board is Non -Executive Director
1.4 (d)	The Board shall clearly define respective roles and responsibilities of the Chairperson and the Managing Director and /or Chief Executive Officer.	√		
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.	√		
1.5	The Directors' Report to Shareholders			
1.5(i)	Industry outlook & possible future development in the industry	√		Included in the Directors' Report of the Annual Report
1.5(ii)	Segment- wise or product- wise performance	√		Included in the Directors' Report of the Annual Report
1.5(iii)	Risks and concerns including internal and external risk factors, threat to sustainability and negative impact on environment, if any.	√		Included in the Directors' Report of the Annual Report
1.5(iv)	A discussion on Cost of Goods sold, Gross Profit and Net Profit Margin, Where applicable	√		Included in the Directors' Report of the Annual Report
1.5(v)	Discussion on continuity of any Extra-Ordinary activities and their implication (gain or loss)	√		Included in the Directors' Report of the Annual Report
1.5(vi)	A detailed discussion on related party transactions along with a statement showing amount, nature of related party, nature of transactions and basis of transactions of all related party transactions;	√		Included in the Directors' Report of the Annual Report
1.5(vii)	A statement of utilization of proceeds raised through public issues, rights issues and/or any other instruments;	√		Included in the Directors' Report of the Annual Report
1.5(viii)	An explanation if the financial results deteriorate after the company goes for	None		No such case in the reporting year



Condition No	Title	Compliance Status (Put ✓ in the appropriate column)		Remarks
		Complied	Not complied	
	IPO, RPO, Rights offer, Direct listing etc.			
1.5(ix)	An explanation on any significant variance that occurs between Quarterly Financial performances and Annual Financial Statements;	✓		Included in the Directors' Report of the Annual Report
1.5(x)	A statement of Remuneration paid to directors including independent directors	✓		Included in the Directors' Report of the Annual 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	✓		Included in the Directors' Report of the Annual Report
1.5(xii)	A statement that proper books of accounts have been maintained	✓		Included in the Directors' Report of the Annual Report
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	✓		Included in the Directors' Report of the Annual Report
1.5(xiv)	A statement that International Accounting Standards (IAS) or International Financial Reporting Standards (IFRS), as applicable in Bangladesh, have been followed in preparation of the financial statements and any departure there from has been adequately disclosed	✓		Included in the Directors' Report of the Annual Report
1.5(xv)	A statement that the system of internal control is sound in design and has been effectively implemented and monitored	✓		Included in the Directors' Report of the Annual Report
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	✓		Included in the Directors' Report of the Annual Report
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;	✓		Included in the Directors' Report of the Annual Report



Condition No	Title	Compliance Status (Put ✓ in the appropriate column)		Remarks
		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;	✓		Included in the Directors' Report of the Annual Report
1.5(xix)	A statement where key operating and financial data of at least preceding 5 (five) years shall be summarized	✓		Captured on page 147 of the Annual Report
1.5(xx)	An explanation on the reasons if the issuer company has not declared dividend (cash or stock) for the year	✓		Included in the Directors' Report of the Annual Report
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.	✓		Included in the Directors' Report of the Annual Report
1.5(xxii)	The total number of Board meetings held during the year and attendance by each director,	✓		Included in the Directors' Report of the Annual Report
1.5(xxiii)	Pattern of shareholding and name wise details (disclosing aggregate number of shares):			
1.5(xxiii) (a)	Parent/Subsidiary/Associated Companies and other related parties (Name wise details)	✓		Included in the Directors' Report of the Annual Report
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)	✓		Included in the Directors' Report of the Annual Report
1.5(xxiii) (c)	Executives	✓		Included in the Directors' Report of the Annual Report
1.5(xxiii) (d)	Shareholders holding ten percent (10%) or more voting interest in the company (Name wise details)	✓		Included in the Directors' Report of the Annual Report
1.5 (xxiv)	In case of appointment/re-appointment of a Director, disclose:			
1.5(xxiv)(a)	a brief resume of the Director	✓		Stated on page 35-37 of the Annual Report
1.5(xxiv)(b)	nature of his /her expertise in specific functional areas	✓		Given on page 35-37 of the Annual Report
1.5(xxiv)(c)	Name of companies in which the person also holds the directorship and the membership of committees of that Board.	✓		Given on page 35-37 of the Annual Report
1.5(xxv)	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:			
1.5(xxv)(a)	accounting policies and estimation for preparation of financial statements	✓		Stated as Annexure-VI (Management's Discussion and Analysis) of the Directors' Report of the Annual Report



Condition No	Title	Compliance Status (Put ✓ in the appropriate column)		Remarks
		Complied	Not complied	
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	✓		Stated as Annexure - V
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 Annexure-B and Annexure-C .	✓		The Certificate regarding compliance of the conditions has been disclosed in the Annual Report
1.6	Meetings of the Board of Directors The company shall conduct its Board meetings and record the minutes of the meetings as well as keep required books and records in line with the provisions of the relevant Bangladesh	✓		Robi conducts its Board meetings and records the minutes of the meetings as well as keeps the required books and records as per provisions of



Condition No	Title	Compliance Status (Put √ in the appropriate column)		Remarks
		Complied	Not complied	
	Secretarial Standards (BSS) as adopted by the Institute of Chartered Secretaries of Bangladesh (ICSB) in so far as those standards are not inconsistent with any condition of this Code.			Bangladesh Secretarial Standards (BSS) as adopted by ICSB
1.7	Code of Conduct for the Chairperson, other Board members and Chief Executive Officer			
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	√		There is a written Code of Conduct in place complying with the provisions
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	√		The Code of Conduct as recommended by the NRC and approved by the Board is available on the website of the Company
2	Governance of Board of Directors of Subsidiary Company.			
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	√		Board composition of the subsidiary company has been mentioned on page 120 of the Annual Report
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	√		
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	√		In practice
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	√		In practice
2(e)	The Audit Committee of the holding company shall also review the financial statements, in particular the	√		In practice



Condition No	Title	Compliance Status (Put ✓ in the appropriate column)		Remarks
		Complied	Not complied	
	investments made by the subsidiary company.			
3.0	Managing Director (MD) or Chief Executive Officer (CEO), Chief Financial Officer (CFO), Head of Internal Audit and Compliance (HIAC) and Company Secretary (CS).			
3.1	Appointment:			
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)	✓		
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.	✓		The CS, Head of Internal Audit and Head of Compliances are different individual except the CFO. Currently he is acting as CEO along with his current position as CFO
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.	✓		The Acting CEO and CFO, CS, Head of Internal Audit and Head of Compliance do not hold any executive position in any other Company
3.1 (d)	The Board shall clearly define respective roles, responsibilities and duties of the CFO, the HIAC and the CS	✓		The CS, Head of Internal Audit and Head of Compliances are different individual and their roles and responsibilities are separately defined except the CFO. Currently he is acting as CEO along with his current position as CFO
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
3.2	Requirement to attend Board of Directors' Meetings			
	The MD or CEO, CS, CFO and HIAC of the company shall attend the meetings of the Board: Provided that the CS, CFO and/or the HIAC shall not attend such part of a meeting of the Board which involves consideration of an agenda item relating to their personal matters.	✓		In practice
3.3	Duties of Managing Director (MD) or Chief Executive Officer (CEO) and Chief Financial Officer (CFO)			



Condition No	Title	Compliance Status (Put ✓ in the appropriate column)		Remarks
		Complied	Not complied	
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.	✓		The Acting CEO and CFO have duly certified to the Board and the declaration has been attached as Annexure-V on page 144 of the Annual Report
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;	✓		-do-
3.3 (c)	The certification of the MD or CEO and CFO shall be disclosed in the Annual Report.	✓		The certification is attached as Annexure-V on page 144 of the Annual Report
4	Board of Directors' Committee.			
4.i	Audit Committee	✓		
4.ii	Nomination and Remuneration Committee.	✓		
5	AUDIT COMMITTEE:			
5(i)	Responsibility to the Board of Directors	✓		
5.1(a)	The Company shall have an Audit Committee as a sub-committee of the Board of Directors	✓		
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.	✓		The Audit Committee carries out duties as per BSEC guidelines
5.1(c)	The Audit Committee shall be responsible to the Board; The duties of the Audit Committee shall be clearly set forth in writing	✓		The duties of the Audit Committee are clearly defined in the Board approved Audit Committee TOR as per BSEC guidelines



Condition No	Title	Compliance Status (Put ✓ in the appropriate column)		Remarks
		Complied	Not complied	
5.2	Constitution of the Audit Committee			
5.2(a)	The Audit Committee shall be composed of at least 3 (three) members	✓		
5.2(b)	The Board shall appoint members of the Audit Committee who shall be non-executive directors of the company excepting Chairperson of the Board and shall include at least 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	✓		
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	None		No such case
5.2(e)	The Company Secretary shall act as the Secretary of the Audit Committee.	✓		In practice
5.2(f)	The quorum of the Audit Committee meeting shall not constitute without at least 1 (one) independent director	✓		In practice
5.3	Chairperson of the Audit Committee			
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.	✓		The Chair of the Audit Committee is an Independent Director
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	✓		



Condition No	Title	Compliance Status (Put √ in the appropriate column)		Remarks
		Complied	Not complied	
	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			
5.3 (c)	Chairperson of the Audit Committee shall remain present in the Annual General Meeting (AGM):	√		In practice
5.4	Meeting of the Audit Committee			
5.4(a)	The Audit Committee shall conduct at least its four meetings in a financial year.	√		There were six (6) meetings held during the reporting period
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	√		In practice
5.5	Role of Audit Committee			
5.5(a)	Oversee the financial reporting process	√		The Audit Committee carries out duties as per BSEC guidelines
5.5(b)	Monitor choice of accounting policies and principles	√		-do-
5.5(c)	monitor Internal Audit and Compliance process to ensure that it is adequately resourced, including approval of the Internal Audit and Compliance Plan and review of the Internal Audit and Compliance Report;	√		-do-
5.5(d)	Oversee hiring and performance of external auditors	√		-do-
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;	√		-do-
5.5(f)	review along with the management, the annual financial statements before submission to the Board for approval;	√		The Audit Committee carries out duties as per BSEC guidelines
5.5(g)	review along with the management, the quarterly and half yearly financial statements before submission to the Board for approval;	√		-do-
5.5(h)	Review the adequacy of internal audit function;	√		-do-
5.5(i)	Review the Management's Discussion and Analysis before disclosing in the Annual Report;	√		-do-



Condition No	Title	Compliance Status (Put ✓ in the appropriate column)		Remarks
		Complied	Not complied	
5.5(j)	Review statement of all related party transactions submitted by the management;	✓		-do-
5.5(k)	Review Management Letters or Letter of Internal Control Weakness issued by statutory auditors.	✓		-do-
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;	✓		-do-
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:	✓		-do-
5.6	Reporting of the Audit Committee			
5.6.(a)	Reporting to the Board of Directors			
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	✓		
5.6 (a) (ii) (a)	Report on conflicts of interests	None		No such case
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	None		-do-
5.6 (a) (ii) (c)	Suspected infringement of laws, regulatory compliances including securities related laws, rules and regulations	None		-do-
5.6 (a) (ii) (d)	Any other matter which the Audit Committee deems necessary shall be disclosed to the Board immediately	None		-do-
5.6.(b)	Reporting to the Authorities. If the Audit Committee has reported to the Board about anything which has material impact on the financial condition and results of operation and has discussed with the Board and the management that any rectification is necessary and if the Audit Committee finds that such rectification has been	None		No such case

Condition No	Title	Compliance Status (Put ✓ in the appropriate column)		Remarks
		Complied	Not complied	
	unreasonably ignored, the Audit Committee shall report such finding to the Commission, upon reporting of such matters to the Board for three times or completion of a period of 6 (six) months from the date of first reporting to the Board, whichever is earlier.			
5.7	Reporting to the Shareholders and General Investors	✓		Activities of the Audit Committee are reported on page 105 of the Annual Report
6	Nomination and Remuneration Committee (NRC).			
6.a	Responsibility to the Board of Directors			
6.1(a)	The company shall have a Nomination and Remuneration Committee (NRC) as a sub-committee of the Board	✓		
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	✓		The NRC carries out duties as per BSEC guidelines
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).	✓		The duties of the NRC are clearly defined in the Board approved NRC TOR as per BSEC's guidelines
6.2	Constitution of the NRC			
6.2(a)	The Committee shall comprise of at least three 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 Directors, out of which one member is ID
6.2(c)	Members of the Committee shall be nominated and appointed by the Board.	✓		All the members are appointed by the Board
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	None		No such ca se



Condition No	Title	Compliance Status (Put ✓ in the appropriate column)		Remarks
		Complied	Not complied	
	hundred eighty) days of occurring such vacancy in the Committee			
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	None		No such case
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	✓		No such case
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.	✓		No such case
6.3	Chairperson of the NRC			
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	✓		The Chair of the NRC is an Non-Executive Independent Director
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	✓		No such case
6.3(c)	The Chairperson of the NRC shall attend the annual general meeting (AGM) to answer the queries of the shareholders:	✓		
6.4	Meeting of the NRC			
6.4(a)	The NRC shall conduct at least one meeting in a financial year	✓		
6.4(b)	The Chairperson of the NRC may convene any emergency meeting upon request by any member of the NRC	✓		



Condition No	Title	Compliance Status (Put √ in the appropriate column)		Remarks
		Complied	Not complied	
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)	√		
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	√		
6.5	Role of the NRC			
6.5(a)	NRC shall be independent and responsible or accountable to the Board and to the shareholders	√		The NRC carries out duties as per BSEC guidelines
6.5(b)	NRC shall oversee, among others, the following matters and make report with recommendation to the Board:	√		
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	√		
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	√		The NRC carries out duties as per BSEC guidelines
6.5(b)(i)(b)	The relationship of remuneration to performance is clear and meets appropriate performance benchmarks	√		-do-
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	√		-do-
6.5(b)(ii)	devising a policy on Board's diversity taking into consideration age, gender, experience, ethnicity, educational background and nationality	√		-do-
6.5(b)(iii)	identifying persons who are qualified to become directors and who may be appointed in top level executive	√		-do-

Condition No	Title	Compliance Status (Put ✓ in the appropriate column)		Remarks
		Complied	Not complied	
	position in accordance with the criteria laid down, and recommend their appointment and removal to the Board			
6.5(b)(iv)	Formulating the criteria for evaluation of performance of independent directors and the Board	✓		-do-
6.5(b)(v)	identifying the company's needs for employees at different levels and determine their selection, transfer or replacement and promotion criteria	✓		-do-
6.5(b)(vi)	Developing, recommending and reviewing annually the company's human resources and training policies	✓		-do-
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	✓		The policy, criteria and activities of NRC are given on page 107 of the Annual Report
7.	EXTERNAL / STATUTORY AUDITORS:			
7.1	The issuer company shall not engage its external or statutory auditors to perform the following services of the company, namely	✓		As disclosed by the Auditors
7.1(i)	Appraisal or valuation services or fairness opinions	✓		-do-
7.1(ii)	Financial information systems design and implementation	✓		-do-
7.1(iii)	Book-keeping or other services related to the accounting records or financial statements	✓		-do-
7.1(iv)	Broker-dealer services	✓		-do-
7.1(v)	Actuarial services	✓		-do-
7.1(vi)	Internal audit services or special audit services	✓		-do-
7.1(vii)	Any service that the Audit Committee determines	✓		-do-
7.1(viii)	Audit or certification services on compliance of corporate governance as required under condition No. 9(1)	✓		-do-
7.1(ix)	Any other service that creates conflict of interest	✓		-do-
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	✓		-do-



Condition No	Title	Compliance Status (Put √ in the appropriate column)		Remarks
		Complied	Not complied	
	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			
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
8.	Maintaining a website by the Company			
8.1	The company shall have an official website linked with the website of the stock exchange	√		In practice
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.	REPORTING AND COMPLIANCE OF CORPORATE GOVERNANCE:			
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.	√		The Company obtained the certificate from Suraiya Parveen & Associates, Chartered Secretaries, regarding compliance of conditions of Corporate Governance Code 2018 and such certificate is disclosed on page 151 of the 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.	√		The Board appointed the Compliance Auditor and the appointment approved by the shareholders
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.	√		Detailed status of compliance is given on page 123-140 of the Annual Report in the compliance schedule as published with the Directors' Report



Annexure-II

Year-wise summary of unclaimed/ unpaid dividend and non-refunded IPO subscription money of Robi

Sl.	Financial Year	Dividend Type	Rate of Dividend	Date of Approval of the Dividend / Record Date as the case may be	Unclaimed/Unpaid Dividend (BDT'000)
1.	2021	Interim-Cash	3%	02 May, 2021	12,114
2.	None refunded IPO subscription Money (BDT)				499
Total as on 31 December 2021					12,613

As per the Directive of Bangladesh Securities and Exchange Commission (BSEC) dated 14 January 2021, the annual or final dividend declared at an Annual General Meeting (AGM) is required to be paid within 30 days from the date of approval and Interim Dividend is required to be paid within 30 days from the record date. Any unclaimed/unpaid dividend amount including accrued interest (after deduction of any bank charges) to be transferred within 1 year from the date of the approval/ record date in a separate "Unclaimed Dividend Account" to be opened by the company in any scheduled bank.

Further, any money transferred to the "Unclaimed Dividend Account" of a company in pursuance of the above BSEC Directive, which remain unpaid or unclaimed for a period of 3 (three) years from the date of approval or record date, as the case may be along with interest accrued (after adjustment of bank charge, if any), if any, thereon, such amount need to be transferred to the Capital Market Stabilization Fund as directed or prescribed by the BSEC.

If any shareholder claims his/her cash dividend after transfer of such dividend to the Fund, within 15 days of receiving such claim, the company shall, after proper verification of the claim, recommend to the manager of the Fund to pay off such dividend from the Fund and the Manager of the Fund shall pay off such cash dividend to the claimant in accordance with the provisions and procedures as directed or prescribed by the BSEC.



Annexure-III

Board of Directors' Meeting Attendance in 2021

The Board of Directors met nine (9) times during the year 2021. The Company Secretary and Acting CEO and CFO were present in the Board meetings. The attendance by each Director is mentioned below:

Name of Directors	Position in Board	No. of Attendance
Thayaparan S Sangarapillai (Appointed on February 26, 2021)	Chairman	8
Dato' Mohd Izzaddin Idris (Resigned on February 26, 2021)	Chairman	1
Dr. Shridhir Sariputta Hansa Wijayasuriya	Director	9
Vivek Sood	Director	8
Randeep Singh Sekhon	Director	7
Badal Bagri (Resigned on October 20, 2021)	Director	4
Kamal Dua (Appointed on October 20, 2021)	Director	3
Akhtar Sanjida Kasem (Resigned on January 24, 2022)	Independent Director	8
Kamran Bakr (Resigned on February 13, 2022)	Independent Director	8
Mahtab Uddin Ahmed (Resignation as Managing Director effective from October 31, 2021).	Managing Director	4

Annexure-IV

Pattern of Shareholding as on 31 December 2021

Name of Shareholders	Status	Shares Held	Percentage
i) Parent/Subsidiary/Associate Companies			
Axiata Investments (Labuan) Limited	-	3,238,304,100	61.82%
Bharti International (Singapore) Pte. Ltd.	-	1,475,834,961	28.18%
ii) Directors, Chief Executive Officer, Chief Financial Officer, Company Secretary, Head of Internal Audit and their spouses and minor children			
Thyaparan S Sangarapillai	Chair	-	-
Dr. Shridhir Sariputta Hansa Wijayasuriya	Board Member	-	-
Vivek Sood	Board Member	-	-
Randeep Singh Sekhon	Board Member	-	-
Kamal Dua	Board Member	-	-
Akhtar Sanjida Kasem ((Resigned on January 24, 2022)	Board Member	-	-
Kamran Bakr ((Resigned on February 13, 2022)	Board Member	-	-
Nasir Uddin Ahmed (Appointed on February 16, 2022)	Board Member	-	-
Dr. M. Sadiquul Islam (Appointed on March 15, 2022)	Board Member	-	-
M. Riyaz Rasheed	Acting CEO & Chief Financial Officer	-	-
Mohammed Shahedul Alam	Chief Corporate and Regulatory Officer & Company Secretary	758,488	0.014%
Mohammad Abdul Kader Bhuyan	Head of Internal Audit	371,864	0.007%
iii) Executives (as explained in the BSEC's Notification No. SEC/CMRRCD/2006-158/134/Admin/44 dated 07 August 2012)			
Shihab Ahmad	Chief Commercial Officer	387,981	0.007%
Ruhul Amin	Chief Strategy Officer	787,691	0.015%
Md. Faisal Imtiaz Khan	Chief Human Resources Officer	525,052	0.010%
Md. Adil Hossain Nobel	Chief Enterprise Business Officer	484,689	0.009%
Perihane Elhamy Ahmed Metaweh	Chief Technology Officer	-	-
iv) Shareholders holding ten percent or more voting interest			
Axiata Investments (Labuan) Limited	-	3,238,304,100	61.82%
Bharti International (Singapore) Pte. Ltd.	-	1,475,834,961	28.18%

We would like to inform that, our foreign shareholders are only holding 10% or more shares of Robi Axiata Limited and none of them have availed any loan or credit facility by lien or pledge of their shares to the lender(s) at the time of borrowing or availed any margin loan from the stockbroker or portfolio manager.



Annexure-V

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

Declaration by CEO and CFO of Robi Axiata Limited

Date: 30 March, 2022

The Board of Directors
Robi Axiata Limited
53 Gulshan South Avenue
Gulshan 1, Dhaka 1212

Subject: Declaration on Financial Statements for the year ended 31 December 2021

Dear Sirs,

Pursuant to the condition No. 1(5)(xxvi) imposed vide the Commission's Notification No. BSEC/CMRRCD/2006-158/207/Admin/80 dated 3 June 2018 under section 2CC of the Securities and Exchange Ordinance, 1969, we do hereby declare that:

- (1) The Financial Statements of Robi Axiata Limited for the year ended 31 December 2021 have been prepared in compliance with International Accounting Standards (IAS) or International Financial Reporting Standards (IFRS), as applicable in Bangladesh and any departure there from has been adequately disclosed;
- (2) The estimates and judgments related to the financial statements were made on a prudent and reasonable basis in order for the financial statements to reveal a true and fair view;
- (3) The form and substance of transactions and the Company's state of affairs have been reasonably and fairly presented in its financial statements;
- (4) To ensure the above, the Company has taken proper and adequate care in installing a system of internal control and maintenance of accounting records;
- (5) Our internal auditors have conducted periodic audits to provide reasonable assurance that the established policies and procedures of the Company were consistently followed; and
- (6) The management's use of the going concern basis of accounting in preparing the financial statements is appropriate and there exists no material uncertainty related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern.

In this regard, we also certify that:

- (i) We have reviewed the financial statements for the year ended 31 December 2020 and that to the best of our knowledge and belief:
 - (a) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - (b) these statements collectively present a true and fair view of the Company's affairs and are in compliance with existing accounting standards and applicable laws.
- (ii) There are, to the best of our 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 of Directors or its members.

Sincerely yours,



M. Riyaaz Rasheed
Acting CEO and CFO



Management's Discussion and Analysis of Robi Axiata Limited

2021 KEY HIGHLIGHTS

In the backdrop of challenging operating environment largely owing to continued effect of pandemic and restricted conditions throughout the year, Robi was successful in delivering and expanding superior connectivity experience to its growing subscriber base. Therefore 2021 performance represented by financial outcome serve as a testimony of our customers confidence to navigate and cruise through all the odds. On a YoY basis, revenue growth soared by 7.6%, culminating to BDT 81.4 billion (2020: BDT 75.6 billion). Our operational discipline and market acceleration enabled us to appear as the best market performer with a substantial subscriber growth of 2.8 million, 5.4% higher than that of 2020. Our total active subscriber base rose to 53.7 million, of which 39.6 million are active internet users, meaning 73.7% of Robi's total subscribers are active internet users (2020: 69.2%).

CUSTOMERS AND AVERAGE REVENUE/MINUTE PER USER (ARPU & AMPU)

Robi's subscriber base saw a sharp 5.4% YoY growth in 2021. In the process, Robi was able to navigate through the market challenges in 2021, while gaining an impressive customer market share reaching up to 29.7%.

Robi's ARPU stands at BDT 124, which is 2.6% higher compared to the ARPU of previous year, which corresponds to gradual and steady ARPU upliftment (2020 ARPU: BDT 121). AMPU1 stood at 168 minutes in 2021, or 0.2% higher than the AMPU of 2020. Despite the increasing need of communication, the slow advancement of AMPU is primarily owing to faster OTT adoption and customers' fast-growing data affinity.

REVENUE PERFORMANCE

Robi recorded total revenues of BDT 81.4 bn in 2021, with voice revenue growing by 7.8%, backed by higher usage alongside growth in the subscriber base. However, the shift from voice to data continued apace, with BDT 30.4 bn data revenue recorded in 2021. Data revenue contributed to 41.1% of mobile revenues, vs. 39.3% in 2020. The shift is further evidenced in the 41.1% growth in usage/sub at 4,062 MB/month in 2021, up sharply from 2,878 MB/month in 2020. Growth in data volumes reflects the clear case of digital adoption, ascribed to the growing dependence on data for entertainment, education, learning and business enhancement purposes.

Staying true to our pledge of providing enhanced data coverage along with innovative customer offerings, Robi was able to gain a crucial 12.3% growth in active internet subscribers, closing 2021 with 39.6 mn internet users. Despite the heightened market competition, this growing data user base is a further testament to Robi customers' confidence in consistently meeting their high expectations.

COST AND MARGIN REVIEW

Operating profit declined to BDT 9.3 bn in 2021 (2020: BDT 10.5 bn), mainly due to higher network operations and maintenance cost, in line with higher sites roll-out, higher data traffic demand and additional charge on account of active network maintenance. Depreciation and amortisation also increased due to incremental amortisation for the spectrum acquired/renewed with shorter license period. Operating profit margin stood at 11.4% in 2021, vs. 13.9% in 2020.

PROFIT AFTER TAX

In 2021, Robi's net profit margin reached 2.2%, with profit after tax of BDT 1.80 bn (2020: BDT 1.55 bn). Profit growth was supported by a decline in tax expenses by BDT 0.80 bn due to one-off tax gains. A strong focus on our system of advantages enabled the Company to achieve an incremental net profit of BDT 0.25 bn during the year. However, an unduly high tax regime continues to inhibit profitability growth. Furthermore, spectrum renewal at a higher price and new spectrum acquisition are deterrents to profitability.



CAPEX AND NETWORK UPDATES

In 2021, Robi invested BDT 18.8 bn² as capital expenditure (2020: BDT 21.0 bn), with a total capex-to-sales ratio of 23.4%. As user behaviour exhibits a radical shift in the post-pandemic era with accelerated adoption of digital lifestyle where day-to-day activity demands deep indoor coverage with improved quality, data network capability was intensified across the network with superior 4G coverage and quality of service.

Following successful bidding in the spectrum auction held on March 9, 2021, Robi was awarded 7.6 MHz spectrum in the 1800 and 2100 band. With the newly allotted spectrum, Robi has activated the highest spectrum bandwidth in 4G to bolster end-user data experience and hence delivered comparatively better quality of coverage than the market leader in 77% thanas, comprising the lowest administrative geography of Bangladesh.

The Company also rolled-out ~1,600 new sites with 4G technology in 2021 to extend 4G coverage to the rural and hinterland areas, taking the total number of 4G sites to 14,822 in 2021, resulting in 4G population coverage to 98.1% (2020: 97.4%). Robi also rolled-out the newly acquired 5 MHz 2100 band across 4,856 sites and 2.6 MHz 1800 band across 6,120 sites to enrich capacity and indoor data quality in urban metropolitan areas. With 15,026 physical sites around the country, Robi currently provides telecoms services covering 99.6% of the total population of Bangladesh.

BALANCE SHEET

Robi's total asset base increased to BDT 207.6 bn in 2021 (2020: BDT 199.5 bn), primarily on account of addition of new leases of BTS sites, new spectrum and incorporation of telecom equipment in line with additional site roll-out to deliver superior data experiences to our customers. Our assets further increased due to the addition of deferred tax assets as an outcome of reassessment of earlier periods' tax provisions. Partially offset by a decline in cash balance, the Company's cash position was higher as at 31 Dec'20 mainly due to issuance of new shares by IPO and IFC loan drawdown.

The Company's total equity increased to BDT 66.2 bn (2020: BDT 65.9 bn) due to addition of current year profit partially offset by declaration of dividend. Further, total liability increased during the year, mainly due to an expansion in lease obligations resulting from additional site roll-out to deliver superior data experiences to our customers. Moreover, outstanding amount with BTRC relating to new spectrum acquisition in April 2021 also contributed to the increase in total liability.

DISCLOSURE/STATEMENTS PURSUANT TO THE PROVISIONS OF THE BSEC'S CORPORATE GOVERNANCE CODE 2018:

Accounting policies and estimation for preparation of financial statements

The financial statements of Robi have been prepared in accordance with International Financial Reporting Standards (IFRS), the Companies Act, 1994, the Securities and Exchange Rules, 1987, relevant guidelines issued by Bangladesh Securities and Exchange Commission (BSEC), Financial Reporting Act, 2015 and other applicable laws in Bangladesh. Details of the accounting policies and estimation used for preparation of the financial statements of the Company are disclosed in notes 2 to 3 of the financial statements.

Consistency of accounting policies and estimation

The accounting policies applied are consistent with those applied in the previous financial year.



COMPARATIVE ANALYSIS OF KEY FINANCIAL PERFORMANCE, FINANCIAL POSITION AND CASH FLOWS

Major areas of financial performance, financial position as well as cash flows with immediate preceding five years are as follows:

Particulars	2021	2020	2019	2018	2017	2016
Financial performance (In BDT'000)						
Revenue	81,424,640	75,642,696	74,811,748	67,982,295	68,255,508	51,131,424
Profit from operations	9,254,664	10,526,024	8,542,332	(616,061)	(2,816,206)	(8,555,358)
Profit before tax	4,962,113	5,508,605	3,789,007	2,679,662	(2,571,696)	(9,432,666)
Net profit after tax	1,803,352	1,553,314	169,089	2,147,341	(104,584)	(6,931,073)

Particulars	2021	2020	2019	2018	2017	2016
Financial Position (In BDT'000)						
Paid up capital	52,379,329	52,379,329	47,141,400	47,141,400	47,141,400	47,141,400
Share holders equity	66,207,563	65,956,131	59,588,895	60,591,633	58,670,822	58,677,206
Total assets	207,594,366	199,464,858	171,968,640	144,614,084	142,101,150	133,422,193
Total liabilities	141,386,803	133,508,727	112,379,745	84,022,451	83,430,328	74,744,988
Current assets	15,635,500	19,536,739	15,629,944	12,436,746	15,226,299	13,164,191
Current liabilities	76,302,663	73,800,355	69,972,952	68,326,279	71,590,493	57,796,848
Non current assets	191,958,866	179,928,119	156,338,696	132,177,338	126,874,851	120,258,002
Non current liabilities	65,084,140	59,708,372	42,406,793	15,696,172	11,839,835	16,948,140

Particulars	2021	2020	2019	2018	2017	2016
Cash Flows (In BDT'000)						
Net cash generated from operating activities	32,560,580	25,458,453	28,760,432	22,079,100	14,235,902	12,332,338
Net cash used in investing activities	(23,807,362)	(21,030,763)	(13,334,308)	(17,205,807)	(11,951,232)	(18,860,885)
Net cash used in financing activities	(13,304,515)	525,163	(13,553,335)	(3,605,043)	(4,573,610)	8,705,723

Particulars	2021	2020	2019	2018	2017	2016
Financial ratios						
Current Asset to Current Liability	0.20	0.26	0.22	0.18	0.21	0.23
Debt to Equity	0.87	0.89	0.91	0.50	0.51	0.56
Operating Profit Margin	11.37%	13.92%	11.42%	-0.91%	-4.13%	-16.73%
Net Profit Margin	2.21%	2.05%	0.23%	3.16%	-0.15%	-13.56%
Return on Equity	2.73%	2.47%	0.28%	3.60%	-0.18%	-13.10%
Return on Total Assets	0.89%	0.84%	0.11%	1.50%	-0.08%	-5.91%

Particulars	2021	2020	2019	2018	2017	2016
Ordinary Shares Information						
Ordinary Shares outstanding (In thousand)	5,237,933	4,714,140	4,714,140	4,714,140	4,714,140	4,714,140
Face Value per share	10	10	10	10	10	10
NAV per Share (in BDT)		13.90	12.64	12.85	12.45	15.93
Net Operating Cash Flow per Share (in BDT)		5.36	6.10	4.68	3.02	3.35
Earnings Per Share (in BDT)		0.33	0.04	0.46	(0.02)	(1.88)



COMPARISON OF FINANCIAL PERFORMANCE, FINANCIAL POSITION AND CASH FLOWS WITH THE PEER INDUSTRY SCENARIO

Both Grameenphone and Robi are listed on the DSE and CSE under the telecommunications sector. Hence, comparative analysis with the peer industry has been given below, as per available public data:

Financial performance (In BDT '000)	2021	
	Robi	GP
Revenue	81,424,640	143,065,872
Profit from operations	9,254,664	63,335,572
Profit before tax	4,962,113	60,820,746
Net profit after tax	1,803,352	34,129,056

Financial position (In BDT'000)	31-Dec-21	
	Robi	GP
Paid-up capital	52,379,329	13,503,000
Shareholders'equity	66,207,563	49,878,558
Total assets	207,594,366	163,006,680
Total liabilities	141,386,803	113,128,122
Current assets	15,635,500	9,867,577
Current liabilities	76,302,663	85,236,106
Non-current assets	191,958,866	153,139,103
Non-current liabilities	65,084,140	27,892,016

Cash flows (In BDT '000)	2021	
	Robi	GP
Net cash generated from operating activities	32,560,580	57,813,963
Net cash used in investing activities	(23,807,362)	(18,785,699)
Net cash used in financing activities	(13,304,515)	(38,878,272)

RISK MANAGEMENT

Robi's risk management practice periodically reports the overall risk profile of the Company to the Management and the Board in terms of key risk indicators. With this information, the risk profile is rigorously monitored on an ongoing basis. Further, swift remedial action is taken against any deviation to ensure that the actual risk exposures across all risk categories are kept within our risk appetite framework. Further, our embedded enterprise risk management process enhances the durability of this progress. Our Board reviews and approves the risk appetite for each principal risk identified, ensuring informed and risk-based decision-making. This comprises the heart of our risk compliance and governance function.

In addition, data privacy and safety is a growing area of focus, as we build defensibility against the risk of compromised data privacy. This has become critical in the face of the sheer quantum of data created and stored every day. Thus, as a responsible telco, Robi has prioritised customer data privacy. With "Uncompromising Integrity" as a core business value, we realise the importance of respectful superintendence of the information that our customers entrust to us and have thus established rigorous policies that enforce accountability for the secure collection, use and sharing of personal information. Some of the key initiatives in this regard comprise activating technical controls for data protection and complying with the industry standard privacy frameworks.

Moreover, our privacy policy outlines our approach to data privacy, and to support our objective of enhancing customer trust, we have developed a privacy assessment framework segregated into 12 domains, some of which include data management, security for privacy, consent management, training and awareness, etc. This enables us to holistically address data privacy risks.



GLOBAL ECONOMIC OVERVIEW

As per the World Economic Outlook (WEO) update of January 2022 of the International Monetary Fund (IMF), global growth is estimated at 5.9% in 2021 and is projected to moderate to 4.4% in 2022, half a percentage point lower than the October 2021 WEO update. The baseline incorporates anticipated effects of mobility restrictions, border closures and health impacts from the spread of the Omicron variant of the coronavirus. These vary by country, depending on susceptibility of the population, severity of mobility restrictions imposed, expected impact of infections on labour supply, and the importance of contact-intensive sectors. These impediments are expected to weigh on growth, especially in the first quarter of 2022.

As per the January 2022 WEO update, inflation is expected to remain elevated in the near-term, averaging 3.9% in advanced economies and 5.9% in emerging market and developing economies in 2022, before subsiding in 2023. Further, the Russian invasion of Ukraine can also spiral commodity prices, thus further stoking inflationary pressures.

One of the other key factors shaping the global macroeconomy is less accommodative monetary policy in the United States that is expected to enforce tighter global financial conditions, exerting pressure on emerging market and developing economy currencies. Higher interest rates will also make borrowing more expensive worldwide, straining public finances. For countries with high foreign currency debt, the combination of tighter financial conditions, exchange rate depreciations, and higher imported inflation will lead to challenging monetary and fiscal policy trade-offs. Although fiscal consolidation is anticipated in many emerging market and developing economies in 2022, high post-pandemic debt burdens will be an ongoing challenge for years to come.

Thus, the global economy continues to stay in flux and hence the IMF's lower economic growth projection of 4.4% in 2022. However, factors such as a fading pandemic, quicker resolution to the Russia-Ukraine crisis and retraction of sanctions may create a case for upward revision of 2022 global growth forecasts.

ECONOMIC OVERVIEW OF BANGLADESH

As per the Bangladesh Economic Review 2021, before the Covid-19 pandemic, the nation had exhibited a steady and high GDP growth pattern, averaging 7.4% per year during FY2015-16 to FY2018-19, reaching a peak of 8.15% growth in FY2018-19. According to the provisional estimates of BBS, GDP growth in FY2020-21 stood at 5.47%.

However, with the global economy being majorly disrupted by the Covid-19 pandemic, this has also had a huge negative impact on Bangladesh's economy. According to the final estimations of BBS (Bangladesh Bureau of Statistics), GDP growth in FY2019-20 has slowed to 3.51%. Yet, this is remarkable as many countries of the world witnessed their GDP going into a tailspin, even suffering from technical recession, while Bangladesh's economy held its ground. This intrinsic resilience is also aiding the domestic economy to recover and turnaround faster, shrugging off the pandemic impacts.

Thus, what is evident is that despite the stagnation caused by the coronavirus, food production and supply chains remained largely unaffected. Inflation stood at 5.56 per cent in FY2020-21, within the range of the target of 5.4%. Both export and import in Bangladesh also demonstrated signs of recovery after a sharp slump in FY2019-20.

Furthermore, in FY2020-21, Bangladeshi expatriates' remittance stood at US\$ 24,777.72 mn, significantly higher by over 36% than the previous fiscal year. In FY2020-21, current account balance deficit stood at US\$ 3,808 mn on the back of robust remittance inflows, vs. US\$ 4,724 mn deficit in the previous year. Financial account and capital account also showed surplus during this time. Therefore, the overall balance recorded a surplus of US\$ 9,274 mn in FY2020-21, against US\$ 3,169 mn surplus in the previous year. As a result, foreign exchange reserves increased to a record US\$ 46.39 bn (as at 30 June 2021).

Another important driver that held the economy steady comprised the relief packages announced by the government. As per the directives of Hon'ble Prime Minister, rehabilitation activities were carried out via 21 stimulus packages of Tk. 1,20,153 crore in FY2019-20 for additional expenditure in healthcare, emergency humanitarian assistance and economic recovery to address the pandemic. The number of stimulus packages was further increased to 23 in FY2020-21, and the amount of fiscal and stimulus packages till April 2021 stood at Tk. 1,28,441 crore, representing 4.2% of the GDP. As a result of these actions taken by the government, the economy is expected to turn around. The government has forecast a GDP growth of 7.2% for FY 2021-22.



OUTLOOK AND FINANCIAL PRIORITIES FOR 2022

2021 was a challenging year amidst intermittent mobility restrictions and a hyper-competitive industry environment. With a resolute fighting spirit, Robi traversed the obstacles posed by the external environment and aims to continue the momentum well into 2022. The Company envisions to fulfill its integral role as an essential service provider, while striving to maximise stakeholder value. Some of the planned initiatives for 2022 are mentioned below:

- Realising optimum organic growth in existing revenue streams, along with exploring new avenues focusing on our digital telco portfolio
- Ensuring continued cost discipline and improvement in margin performance
- Emphasis on best data network and service quality experience
- Maximising asset productivity
- Driving operational excellence through acceleration of digital transformation initiatives

On behalf of the Board of Directors of Robi,

A handwritten signature in black ink, appearing to read 'M. Riyaaz Rasheed'.

M. Riyaaz Rasheed

Acting Chief Executive Officer & CFO

Annexure-VII

[Certificate as per condition No.1 (5) (XXVII)]

Report to the shareholders of Robi Axiata Limited on compliance with the Corporate Governance Code

We have examined the compliance status with the Corporate Governance Code by Robi Axiata Limited for the year ended 31st December 2021. This Code relates to the Notification No. BSEC/CMRRCD/2006-158/207/Admin/80 dated 03 June, 2018 of the Bangladesh Securities and Exchange Commission.

Such compliance with the Corporate Governance Code is the responsibility of the Company. Our examination was limited to the procedures and implementation thereof, as adopted by the management, in ensuring compliance to the conditions of the Corporate Governance Code.

This is a scrutiny and verification and an independent audit on compliance with the conditions of the Corporate Governance Code as well as the provisions of relevant Bangladesh Secretarial Standards (BSS) as adopted by the Institute of Chartered Secretaries of Bangladesh (ICSB) in so far as those standards are not inconsistent with any condition of this Corporate Governance Code.

We state that we have obtained all the information and explanations, which we have required, and after due scrutiny and verification thereof, we report that, in our opinion:

- (a) The Company has complied with the conditions of the Corporate Governance Code, as stipulated in the above-mentioned Corporate Governance Code, issued by the Commission;
- (b) The Company has complied with the provisions of the relevant Bangladesh Secretarial Standards (BSS), as adopted by the Institute of Chartered Secretaries of Bangladesh (ICSB), as required by this Code;
- (c) Proper books and records have been kept by the Company, as required under the Companies Act, 1994, the securities laws and other relevant laws; and
- (d) The governance of the Company is found to be satisfactory.

Dhaka

Dated: March 14, 2022

For Suraiya Parveen & Associates
Chartered Secretaries



Suraiya Parveen, FCS
Chief Executive Officer

