

Annexure-B

[Certificate as per condition no. 1(5) (xxvii)]



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Report to the Shareholders of ADN Telecom Limited On Compliance on the Corporate Governance Code

[Certificate as per condition no. 1(5) (XXVII), of BSEC Notification no. BSEC/CMRRCD/2006-158/207/Admin/80 dated 03 June 2018]

We have examined the compliance status to the Corporate Governance Code by **ADN Telecom Limited** for the year ended on 30 June 2019. 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 of the conditions of the Corporate Governance Code as well as the provisions of relevant Bangladeshi 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 Bangladeshi 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 satisfactory.

Place: Dhaka
Date: 24 October 2019



Mr. Abu Kaiser, FCA
Senior Partner,
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Chartered Accountants

Annexure-C

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

Corporate Governance Compliance Report

Status of compliance with the condition imposed by the Commission's Notification No. BSEC/CMRRCD/2006-158/207/Admin/80, dated 03 June, 2018 issued under section 2CC of the Securities and Exchange Ordinance, 1969:

Condition No.	Title	Compliance Status Put \checkmark in the appropriate column)		Remarks
		Complied	Not complied	
1	Board of Directors:			
1.1	Board's Size [number of Board members to be 5 - 20]	\checkmark		
1.2	Independent Directors			
1.2 (a)	Number of Independent Directors [at least 1/5]	\checkmark		
	Independent Director (ID) means a director:			
1.2 (b) (i)	Holding no share or holding less than 1% shares	\checkmark		
1.2 (b) (ii)	Not being a sponsor and connected with any sponsor or director or shareholder holding 1% or more shares	\checkmark		
1.2 (b) (iii)	who has not been an executive of the company in immediately preceding 2 (two) financial years;	\checkmark		
1.2 (b) (iv)	Not having any pecuniary or otherwise relationship with the company or its subsidiary/associated companies	\checkmark		
1.2 (b) (v)	Not being member/director/officer of any stock exchange	\checkmark		
1.2 (b) (vi)	Not being shareholder/director/officer of any member of stock exchange or intermediary of capital market	\checkmark		
1.2 (b) (vii)	Not being partner/executive at present or during the preceding 3 years of the company's statutory audit firm	\checkmark		
1.2 (b) (viii)	Not being an independent director in more than 5 (five) Listed Companies;	\checkmark		
1.2 (b) (ix)	Not convicted as defaulter in any loan of a bank or a Non-Bank Financial Institution (NBFI);	\checkmark		
1.2 (b) (x)	Not convicted for a criminal offence	\checkmark		
1.2 (c)	Independent Director shall be appointed by the Board and approved by the Shareholders in the AGM.	\checkmark		
1.2 (d)	The post cannot remain vacant for more than 90 days.	\checkmark		
1.2 (e)	Tenure of office of an independent director: 3 years, may be extended for one term only.	\checkmark		
1.3	Qualification of Independent Director (ID)			
1.3 (a)	Being knowledgeable, having integrity, ability to ensure compliance with laws and make meaningful contribution	\checkmark		

Condition No.	Title	Compliance Status Put \checkmark in the appropriate column)		Remarks
		Complied	Not complied	
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; or			
1.3 (b) (ii)	Corporate Leader who is or was a top level executive not lower than Chief Executive Officer or Managing Director or Deputy 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; or	\checkmark		
1.3 (b) (iii)	Former official of government or statutory or autonomous or regulatory body in the position not below 5th Grade of the national pay scale, who has at least educational background of bachelor degree in economics or commerce or business or law; or			N/A
1.3 (b) (iv)	University Teacher who has educational background in Economics or Commerce or Business Studies or Law; or			N/A
1.3 (b) (v)	Professional who is or was an advocate practicing at least in the High Court Division of Bangladesh Supreme Court or a Chartered Accountant or Cost and Management Accountant or Chartered Financial Analyst or Chartered Certified Accountant or Certified Public Accountant or Chartered Management Accountant or Chartered Secretary or equivalent qualification;	\checkmark		
1.3 (c)	The independent director shall have at least 10 (ten) years of experiences in any field mentioned in clause (b)	\checkmark		
1.3 (d)	In special cases the above qualifications or experiences may be relaxed subject to prior approval of the Commission			N/A
1.4	Duality of Chairperson of the Board of Directors and Managing Director or Chief Executive Officer:-			
1.4 (a)	Positions 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.	\checkmark		
1.4 (b)	The MD and/or CEO of a listed company shall not hold the same position in another listed company	\checkmark		
1.4 (c)	The Chairperson of the Board shall be elected from among the non-executive directors of the company;	\checkmark		
1.4 (d)	The Board shall clearly define respective roles and responsibilities of the Chairperson and the Managing Director and/or Chief Executive Officer;	\checkmark		

Condition No.	Title	Compliance Status Put \checkmark in the appropriate column)		Remarks
		Complied	Not complied	
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 Board's meeting; the reason of absence of the regular Chairperson shall be duly recorded in the minutes.	\checkmark		
1.5	The Director's Report to Shareholders shall include			
1.5 (i)	Industry outlook and possible future developments in the industry.	\checkmark		
1.5 (ii)	Segment-wise or product-wise performance.	\checkmark		
1.5 (iii)	Risks and concerns.	\checkmark		
1.5 (iv)	A discussion on Cost of Goods sold, Gross Profit Margin and Net Profit Margin.	\checkmark		
1.5 (v)	Discussion on continuity of any Extra-Ordinary gain or loss.			N/A
1.5 (vi)	Basis for related party transactions- a statement of all related party transactions should be disclosed in the annual report.	\checkmark		
1.5 (vii)	Utilization of proceeds from public issues, rights issues and/or through any others Instruments.			N/A
1.5 (viii)	Explanation if the Financial results deteriorate after company going for IPO, RPO, Rights Offer, Direct Listing, etc.			N/A
1.5 (ix)	Explanation about significant variance between Quarterly Financial performance and Annual Financial Statements.			N/A
1.5 (x)	Remuneration to directors including independent directors.	\checkmark		
1.5 (xi)	Fair presentation in financial statements.	\checkmark		
1.5 (xii)	Maintaining proper books of accounts	\checkmark		
1.5 (xiii)	Consistent application of appropriate accounting policies, and accounting estimates being reasonable and prudent.	\checkmark		
1.5 (xiv)	Following applicable IAS/BAS/IFRS/BFRS and adequate disclosure for any departure there -from, if any	\checkmark		
1.5 (xv)	Soundness and monitoring of internal control system	\checkmark		
1.5 (xvi)	A statement that minority shareholders have been protected from abusive actions by, or in the interest of, controlling shareholders acting either directly or indirectly and have effective means of redress;	\checkmark		
1.5 (xvii)	Statement regarding ability to continue as going concern	\checkmark		

Condition No.	Title	Compliance Status Put \checkmark in the appropriate column)		Remarks
		Complied	Not complied	
1.5 (xviii)	Significant deviations from last year's operating results	\checkmark		
1.5 (xix)	Summary of key operating/financial data of last 5 years	\checkmark		
1.5 (xx)	Reason for non-declaration of Dividend	\checkmark		
1.5 (xxi)	Statement to the effect that no bonus share or stock dividend has been or shall be declared as interim dividend;	\checkmark		
1.5 (xxii)	Number of Board meetings and attendance of directors	\checkmark		
1.5 (xxiii)	Pattern of shareholding (along with name wise details) by			
1.5 (xxiii) (a)	Parent/Subsidiary/Associated Companies and related parties	\checkmark		
1.5 (xxiii) (b)	Directors, CEO, CS, CFO, HOIA, their spouses & children	\checkmark		
1.5 (xxiii) (c)	Executives (Top 5 salaried employees other than above)	\checkmark		
1.5 (xxiii) (d)	Shareholders holding 10% or more voting interest.	\checkmark		
1.5 (xxiv)	In case of the appointment/re-appointment of a director			
1.5 (xxiv) (a)	A brief resume of the directors	\checkmark		
1.5 (xxiv) (b)	Nature of his/her expertise in specific functional areas	\checkmark		
1.5 (xxiv) (c)	Names of companies in which he/she holds directorship and the membership of committees of the board	\checkmark		
1.5 (xxv)	A 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;	\checkmark		
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;	\checkmark		
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;	\checkmark		
1.5 (xxv)(d)	Compare such financial performance or results and financial position as well as cash flows with the peer industry scenario;	\checkmark		
1.5 (xxv)(e)	Briefly explain the financial and economic scenario of the country and the globe;	\checkmark		

Condition No.	Title	Compliance Status Put ✓ in the appropriate column)		Remarks
		Complied	Not complied	
1.5 (xxv)(f)	Risks and concerns issues related to the financial statements, explaining such risk and concerns mitigation plan of the company; and	✓		
1.5 (xxv)(g)	Risks and concerns issues related to the financial statements, explaining such risk and concerns mitigation plan of the company; and	✓		
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; and	✓		
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.	✓		
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 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.	✓		
1.7	Code of Conduct for the Chairperson, other Board members and Chief Executive Officer			
1.7 (a)	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, other board members and CEO;	✓		
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.	✓		
2	Governance of Board of Directors of Subsidiary Company			
2 (a)	Composition of Board to be similar to holding company			N/A
2 (b)	One independent director to be in both holding and subsidiary company.			N/A
2 (c)	Minutes of Board meetings of subsidiary company to be placed at following Board meeting of holding company			N/A
2 (d)	Minutes of respective Board meeting of holding company to state that affairs of subsidiary company be reviewed			N/A

Condition No.	Title	Compliance Status Put ✓ in the appropriate column)		Remarks
		Complied	Not complied	
2 (e)	Audit Committee of holding company to review financial statements / investments of subsidiary company			N/A
3	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)	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 MD or CEO, CS, CFO and HIAC shall be filled by different individuals;	✓		
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	✓		
3.1 (d)	Board shall clearly define respective roles, responsibilities and duties of the CFO, the HIAC and the CS;	✓		
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)	✓		
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.	✓		
3.3	Duties of Managing Director (MD) or Chief Executive Officer (CEO) and Chief Financial Officer (CFO)			
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	✓		
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; and	✓		
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;	✓		
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;	✓		
3.3 (c)	The certification of the MD or CEO and CFO shall be disclosed in the Annual Report.	✓		

Condition No.	Title	Compliance Status Put ✓ in the appropriate column)		Remarks
		Complied	Not complied	
4	Board of Directors' Committee.-			
4 (i)	Audit Committee;	✓		
4 (ii)	Nomination and Remuneration Committee	✓		
5	Audit Committee			
5.1	Responsibility to the Board of Directors.			
5.1 (a)	Having Audit Committee as a sub-committee of the Board	✓		
5.1 (b)	Audit Committee shall assist the Board in ensuring fairness of financial statements and a good monitoring system	✓		
5.1 (c)	The Audit Committee being responsible to the Board; duties of the Audit Committee to be clearly set forth in writing	✓		
5.2	Constitution of the Audit Committee			
5.2 (a)	Audit Committee to be composed of at least 3 members	✓		
5.2 (b)	Audit Committee members to be appointed by Board who shall be non-executive directors of the company excepting Chairperson and at least one Independent Director to be included	✓		
5.2 (c)	Audit Committee members to be "financially literate" and at least one to have accounting or related financial management background and 10 (ten) years of such experience;	✓		
5.2 (d)	Vacancy in Audit Committee making the number lower than 3 to be filled up immediately and within 1 month.	✓		
5.2 (e)	The company secretary shall act as the secretary of the Committee.	✓		
5.2 (f)	The quorum of the Audit Committee meeting shall not constitute without at least 1 (one) independent director.	✓		
5.3	Chairman of the Audit Committee			
5.3 (a)	Chairman to be an Independent Director, selected by the Board of Directors.	✓		
5.3 (b)	In the absence of the Chairperson, remaining members may elect one of themselves as Chairperson for that particular meeting, in that case there shall be no problem of constituting a quorum as required under condition No. 5(4)(b) and the reason of absence of the regular Chairperson shall duly recorded in the minutes.			
5.3 (c)	Chairman of audit committee to remain present in AGM.	✓		

Condition No.	Title	Compliance Status Put \checkmark in the appropriate column)		Remarks
		Complied	Not complied	
5.4	Meeting of the Audit Committee			
5.4 (a)	The Audit Committee shall conduct at least its four meetings in a financial year.	\checkmark		
5.4 (b)	Quorum of the meeting of the Audit Committee shall be constituted in presence of either two members or two-third of the members, whichever is higher, where presence of an independent director is a must.	\checkmark		
5.5	Role of Audit Committee			
5.5 (a)	Oversee the financial reporting process.	\checkmark		
5.5 (b)	Monitor choice of accounting policies and principles.	\checkmark		
5.5 (c)	Monitor Internal Control Risk management process.	\checkmark		
5.5 (d)	Oversee hiring and performance of external auditors	\checkmark		
5.5 (e)	hold meeting with the external or statutory auditors for review of the annual financial statements before submission to the Board.	\checkmark		
5.5 (f)	Review the Annual Financial Statements	\checkmark		
5.5 (g)	Review the quarterly and half yearly financial statements.	\checkmark		
5.5 (h)	Review the adequacy of internal audit function.	\checkmark		
5.5 (i)	Review the Management's Discussion and Analysis before disclosing in the Annual Report;	\checkmark		
5.5 (j)	Review statement of all related party transactions	\checkmark		
5.5 (k)	Review Letters issued by statutory auditors	\checkmark		
5.5 (l)	Oversee the determination of audit fees and evaluate the performance of external auditors.	\checkmark		
5.5 (m)	Oversee whether the proceeds raised through IPO/RPO/Rights Share Offer have been utilized as per relevant offer document/prospectus approved by the Commission.	\checkmark		
5.6	Reporting of the Audit Committee			
5.6. (a)	Reporting to the Board of Directors			
5.6(a) (i)	Reporting on the activities of Audit Committee	\checkmark		
5.6(a) (ii)	The Audit Committee shall immediately report to the Board on the following findings, if any:			
5.6(a) (ii) (a)	Reporting on conflicts of interests;	\checkmark		
5.6(a) (ii) (b)	Reporting on suspected/presumed fraud or irregularity or material defect in the internal control system	\checkmark		
5.6(a) (ii) (c)	Reporting on suspected infringement of laws	\checkmark		

Condition No.	Title	Compliance Status Put ✓ in the appropriate column)		Remarks
		Complied	Not complied	
5.6(a)(ii)(d)	Reporting on any other matter to disclose immediately.	✓		
5.6 (b)	Reporting to the Authorities	✓		
5.6 (c)	Reporting to the Shareholders and General Investors.	✓		
6	Nomination and Remuneration Committee (NRC).			
6.1	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;	✓		
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).	✓		
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;	✓		
6.2(c)	Members of the Committee shall be nominated and appointed by the Board;	✓		
6.2(d)	The Board shall have authority to remove and appoint any member of the Committee;	✓		
6.2(e)	In case of death, resignation, disqualification, or removal of any member of the Committee or in any other cases of vacancies, the board shall fill the vacancy within 180 (one hundred eighty) days of occurring such vacancy in the Committee	✓		
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;	✓		
6.2(g)	The company secretary shall act as the secretary of the Committee;	✓		
6.2(h)	The quorum of the NRC meeting shall not constitute without attendance of at least an independent director.	✓		

Condition No.	Title	Compliance Status Put ✓ in the appropriate column)		Remarks
		Complied	Not complied	
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	✓		
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;	✓		
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;	✓		
6.3 (c)	The Chairperson of the NRC shall attend the 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;	✓		
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;	✓		
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	✓		

Condition No.	Title	Compliance Status Put ✓ in the appropriate column)		Remarks
		Complied	Not complied	
6.5 (b) (i)(b)	the relationship of remuneration to performance is clear and meets appropriate performance benchmarks;	✓		
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;	✓		
6.5 (b) (ii)	devising a policy on Board's diversity taking into consideration age, gender, experience, ethnicity, educational background and nationality;	✓		
6.5 (b) (iii)	identifying persons who are qualified to become directors and who may be appointed in top level executive position in accordance with the criteria laid down, and recommend their appointment and removal to the Board	✓		
6.5 (b) (iv)	formulating the criteria for evaluation of performance of independent directors and the Board;	✓		
6.5 (b) (v)	identifying the company's needs for employees at different levels and determine their selection, transfer or replacement and promotion criteria;	✓		
6.5 (b) (vi)	developing, recommending and reviewing annually the company's human resources and training policies;	✓		
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			
7	External / Statutory Auditors			
7.1 (i)	Non-engagement in appraisal /valuation /fairness opinions	✓		
7.1 (ii)	Non-engagement in designing & implementation of Financial information systems	✓		
7.1 (iii)	Non-engagement in Book Keeping or accounting	✓		
7.1 (iv)	Non-engagement in Broker-Dealer services	✓		
7.1 (v)	Non-engagement in Actuarial services	✓		
7.1 (vi)	Non-engagement in Internal Audit services	✓		