

## Annexure III

# Hoda Vasi Chowdhury & Co

## Chartered Accountants

### Certificate on Compliance of Conditions of Corporate Governance Guidelines to the Shareholders of IDLC Finance Limited

We have examined the compliance of condition of corporate governance guidelines of the Bangladesh Securities and Exchange Commission ("BSEC") by IDLC Finance Limited (the "Company") as stipulated in the BSEC notification no SEC/CMRRCD/2006-158/134/Admin/44 dated 7<sup>th</sup> August 2012 and subsequent modification SEC/CMRRCD/2006-158/147/Admin/48 dated 21 July as 2013 as at 31<sup>st</sup> December 2016.

### The Company's Responsibilities

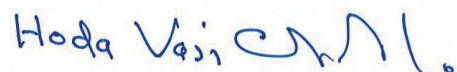
Those charged with governance and management of the Company are responsible for complying with the conditions of corporate governance guidelines as stated in the aforesaid notification and reporting of the status of compliance in the annual report.

### Our Responsibilities

Our examination for the purpose of issuing this certification was limited to the checking of procedures and implementations thereof, adopted by the Company for ensuring the compliance of conditions of corporate governance and correct reporting of compliance status on the attached statement on the basis of evidence gathered and representation received.

### Conclusion

To the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of corporate governance stipulated in the above mentioned BSEC notification and reported thereon.



Sabbir Ahmed, FCA  
Partner  
ICAB Enrolment Number 770  
For **Hoda Vasi Chowdhury & Co**  
**Chartered Accountants**

Dhaka, 6 March 2017