



Annexure-V

Status of Compliance with the Corporate Governance Code (CGC)

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

Status of compliance with the conditions imposed by the Commission's Notification No. SEC/CMRRCD/2006-158/207/Admin/80 dated 3 June 2018

(Report under Condition No. 9)

| Condition No. | Title | Status | | Remarks |
|---------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------|--------------|---------|
| | | Complied | Not Complied | |
| 1(1) | The number of Board members shall not be less than 5 (five) and more than 20 (twenty); | Complied | | |
| 1(2)(a) | At least one-fifth (1/5) of the total number of directors shall be Independent Directors (ID); | Complied | | |
| 1(2)(b)(i) | IDs do not hold any share or holds less than 1% shares of the total paid-up shares of the Company; | Complied | | |
| 1(2)(b)(ii) | ID is not a sponsor and not connected with any sponsor or director or nominated director or shareholder or any of its associates, sister concerns, subsidiaries and parents or holding entities who holds one percent (1%) or more shares of the total paid-up shares and his or her family members shall not hold above mentioned shares; | Complied | | |
| 1(2)(b)(iii) | ID has not been an executive of the company in immediately preceding two financial years; | Complied | | |
| 1(2)(b)(iv) | ID does not have any pecuniary or otherwise relationship with the company or its subsidiary/associated companies; | Complied | | |
| 1(2)(b)(v) | ID is not a member or TREC holder, director or officer of any stock exchange; | Complied | | |
| 1(2)(b)(vi) | ID 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; | Complied | | |
| 1(2)(b)(vii) | ID is/was not a partner or an executive of company's audit firms engaged in Statutory Audit or Internal Audit or Special Audit or Compliance Certification of the Codes during preceding three years; | Complied | | |
| 1(2)(b)(viii) | ID shall not be independent director in more than five listed companies; | Complied | | |
| 1(2)(b)(ix) | ID has not been convicted by a court of competent jurisdiction as a defaulter in payment of any loan or any advance to a bank or NBFI; | Complied | | |
| 1(2)(b)(x) | ID has not been convicted for a criminal offence involving moral turpitude; | Complied | | |
| 1(2)(c) | Appointment of ID shall be done by Board and approved by shareholders in the AGM; | Complied | | |
| 1(2)(d) | The position of IDs cannot remain vacant for more than ninety days. | Complied | | |
| 1(2)(e) | The tenure of office of an ID shall be for Three years, which may be extended for One tenure only | Complied | | |
| 1(3)(a) | ID shall be a knowledgeable individual with integrity who is able to ensure compliance with financial, corporate laws, regulatory requirements and can make meaningful contribution to the business; | Complied | | |
| 1(3)(b)(i) | ID is a Business Leader who is/was a promoter or director of an unlisted company having minimum paid-up capital of One Hundred million or any listed company or a member of any national or international chamber of commerce or business association | Complied | | |

| Condition No. | Title | Status | | Remarks |
|---------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------|--------------|---------|
| | | Complied | Not Complied | |
| 1(3)(b)(ii) | ID is/was a Corporate Leader as top level executive as adopted by the code and a candidate with equivalent position of an unlisted company having minimum paid up capital of Tk. 100.00 million or of a listed company; | Complied | | |
| 1(3)(b)(iii) | ID was Former official of government in the position not below 5th Grade of the national pay scale and educational background of bachelor degree in economics or commerce or business or law; | Complied | | |
| 1(3)(b)(iv) | ID is/was University Teacher who has educational background in Economics or Commerce or Business Studies or Law; | Complied | | |
| 1(3)(b)(v) | ID is/was a professional or an advocate practicing in the HCD of Bangladesh Supreme Court or a CA,CMA, CFA, CCA, CPA and CS or equivalent qualification; | Complied | | |
| 1(3)(c) | The ID shall have at least Ten years of experiences in any field mentioned in clause (b); | Complied | | |
| 1(3)(d) | Special cases for relaxing qualifications or experiences with prior approval of the Commission. | Complied | | |
| 1(4)(a) | Chairman of the Board and the Chief Executive Officer of the companies is different individuals having clearly defined their respective roles and responsibilities by Board. | Complied | | |
| 1(4)(b) | Chairperson of the Board and the MD and/or CEO of the company shall be different individuals; | Complied | | |
| 1(4)(c) | Chairperson elected from among the non-executive directors of the company; | Complied | | |
| 1(4)(d) | The Board clearly defined respective roles for Chairman and the Managing Director; | Complied | | |
| 1(4)(e) | In absence of Chairman, the remaining members may elect one from non-executive directors as Chairperson for that particular Board's meeting; | Complied | | |
| 1(5)(i) | An industry outlook and possible future developments; | Complied | | |
| 1(5)(ii) | Segment-wise or product-wise performance. | Complied | | |
| 1(5)(iii) | Risks and concerns including internal and external risk factors, threat to sustainability and negative impact on environment, if any; | Complied | | |
| 1(5)(iv) | A discussion on Cost of Goods sold, Gross Profit Margin and Net Profit Margin, where applicable; | Complied | | |
| 1(5)(v) | A discussion on continuity of any extraordinary activities and their implications (gain or loss); | Complied | | |
| 1(5)(vi) | A detailed discussion and statement on related party transactions; | Complied | | |
| 1(5)(vii) | A statement of utilization of proceeds raised through public issues, rights issues and/or any other instruments; | Complied | | |
| 1(5)(viii) | An explanation if the financial results deteriorate after the company goes for Initial Public Offering (IPO), Repeat Public Offering (RPO), Rights Share Offer, Direct Listing, etc.; | Complied | | |
| 1(5)(ix) | An explanation on any significant variance between Quarterly Financial performances and Annual Financial Statements; | Complied | | |
| 1(5)(x) | A statement of Directors remuneration; | Complied | | |

Contd.



| Condition No. | Title | Status | | Remarks |
|----------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------|--------------|---------|
| | | Complied | Not Complied | |
| 1(5)(xi) | A statement on fair preparation of the financial statements by the management of the issuer company; | Complied | | |
| 1(5)(xii) | A statement that proper books of account of the issuer company have been maintained; | Complied | | |
| 1(5)(xiii) | A statement that appropriate accounting policies have been consistently applied in the financial statements and that the accounting estimates are based on reasonable and prudent judgment; | Complied | | |
| 1(5)(xiv) | IAS / BAS / IFRS / BFRS, as applicable in Bangladesh, have been followed in preparation of the financial statements and any departure there-from has been adequately disclosed. | Complied | | |
| 1(5)(xv) | A statement that the system of internal control is sound in design and has been effectively implemented and monitored; | Complied | | |
| 1(5)(xvi) | A statement with regard to the protection of minority shareholders from abusive actions of controlling shareholders. | Complied | | |
| 1(5)(xvii) | A statement that there is no significant doubt upon the issuer company's ability to continue as a going concern; | 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; | Complied | | |
| 1(5)(xix) | Key operating and financial data of at least preceding 5 (five) years shall be summarized; | Complied | | |
| 1(5)(xx) | An explanation on the reasons if the issuer company has not declared dividend (cash or stock) for the year; | Complied | | |
| 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; | Complied | | |
| 1(5)(xxii) | The total number of Board meetings held during the year and attendance by each director; | Complied | | |
| 1(5)(xxiii)(a) | Parent / Subsidiary / Associated Companies and other related parties (name wise details); | Complied | | |
| 1(5)(xxiii)(b) | Directors, Chief Executive Officer, Company Secretary, Chief Financial Officer, Head of Internal Audit and their spouses and minor children (name wise details); | Complied | | |
| 1(5)(xxiii)(c) | Executives; | Complied | | |
| 1(5)(xxiii)(d) | Shareholders holding ten percent (10%) or more voting interest in the company (name wise details). | Complied | | |
| 1(5)(xxiv)(a) | A brief resume of the director; | Complied | | |
| 1(5)(xxiv)(b) | Nature of expertise in specific functional areas; | Complied | | |
| 1(5)(xxiv)(c) | Names of companies in which the person also holds the directorship and membership of board committees; | Complied | | |
| | A Management's Discussion and Analysis signed by CEO or MD | Complied | | |
| 1(5)(xxv)(a) | Presenting detailed analysis of accounting policies and estimation for preparation of financial statements; | Complied | | |
| 1(5)(xxv)(b) | Presenting detailed analysis of changes in accounting policies and estimation, if any; | Complied | | |

| Condition No. | Title | Status | | Remarks |
|---------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------|--------------|----------------------|
| | | Complied | Not Complied | |
| 1(5)(xxv)(c) | Presenting detailed analysis of 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; | Complied | | |
| 1(5)(xxv)(d) | Presenting detailed analysis of compare such financial performance or results and financial position as well as cash flows with the peer industry scenario; | Complied | | |
| 1(5)(xxv)(e) | Presenting detailed analysis of briefly explain the financial and economic scenario of the country and the globe; | Complied | | |
| 1(5)(xxv)(f) | Presenting detailed analysis of risks and concerns issues related to the financial statements, explaining such risk and concerns mitigation plan of the company; | Complied | | |
| 1(5)(xxv)(g) | Presenting detailed analysis of 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; | Complied | | |
| 1(5)(xxvi) | Declaration or certification by the CEO and the CFO to the Board as required under condition No. 3(3) disclosed as per Annexure-A; | Complied | | |
| 1(5)(xxvii) | The report and compliance certificate disclosed as per Annexure-B and Annexure-C; | Complied | | |
| 1(6) | Conducting Board meetings and recording the minutes of the meetings and keeping required books and records in line BSS as adopted by the ICSB; | Complied | | |
| 1(7)(a) | Code of conduct, based on the recommendation of the NRC for the Chairman of the Board, other board members and Managing Director of the company; | Complied | | |
| 1(7)(b) | Code of conduct as determined by the NRC shall be posted on the website of the company; | | | To be posted soon |
| 2(a) | Composition of the Board of the subsidiary company; | Complied | | |
| 2(b) | Independent director of the holding company on the Board of the subsidiary company; | Complied | | |
| 2(c) | Review of minutes of the subsidiary company's Board meeting by the holding company's Board; | Complied | | |
| 2(d) | Statement as to the review of minutes of Subsidiary company by the holding company's Board. | Complied | | |
| 2(e) | Review of financial statements of Subsidiary company by the Audit Committee of the holding company; | Complied | | |
| 3(1)(a) | The Board shall appoint a MD or CEO, CS, CFO and HIAC; | Complied | | |
| 3(1)(b) | The positions of the MD or CEO, CS, CFO and HIAC shall be filled by different individuals; | Complied | | |
| 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; | | | Under implementation |
| 3(1)(d) | Respective roles, responsibilities and duties of the CFO, the HIAC and the CS; | Complied | | |
| 3(1)(e) | Removal of the MD or CEO, CS, CFO and HIAC with approval of the Board and immediate dissemination to BSEC and stock exchange(s); | Complied | | |

Contd.



| Condition No. | Title | Status | | Remarks |
|---------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------|--------------|---------|
| | | Complied | Not Complied | |
| 3(2) | The MD or CEO, CS, CFO and HIAC of the company shall attend the meetings of the Board; | Complied | | |
| 3(3)(a)(i) | Certification of CEO and CFO as to the review of financial statements with declaration that there is no materially untrue and misleading statement; | Complied | | |
| 3(3)(a)(ii) | Certification of CEO and CFO as to the true and fair view of the financial statements and affairs of the Company's per applicable laws; | Complied | | |
| 3(3)(b) | Certification of CEO and CFO that to the best of their knowledge and belief there was no fraudulent, illegal transactions during the year; | Complied | | |
| 3(3)(c) | The certification of the MD or CEO and CFO shall be disclosed in the Annual Report | Complied | | |
| 4(i) | Board Audit Committee (BAC) | Complied | | |
| 4(ii) | Nomination and Remuneration Committee | Complied | | |
| 5(1)(a) | BAC as a sub-committee of the Board; | Complied | | |
| 5(1)(b) | BAC shall assist the Board of Directors as to the the financial statements reflect true and fair view of the state of affairs of the company; | Complied | | |
| 5(1)(c) | BAC is responsible to the Board. The duties of the BAC is clearly set forth in writing. | Complied | | |
| 5(2)(a) | BAC is composed of 3 (three) members. | Complied | | |
| 5(2)(b) | The Board appointed members of BAC who are non-executive directors and Chairperson is an ID. | Complied | | |
| 5(2)(c) | All members of BAC are "financially literate" and 1 (one) member have accounting or related financial management background and 10 (ten) years of such experience; | Complied | | |
| 5(2)(d) | Filling of casual vacancy in the BAC. | Complied | | |
| 5(2)(e) | The CS shall act as the Secretary of the Committee. | Complied | | |
| 5(2)(f) | The quorum of the BAC meeting have not constitute without ID | Complied | | |
| 5(3)(a) | The Board of Directors select 1 (one) ID as the Chairman of BAC; | Complied | | |
| 5(3)(b) | Election of Chairman of the particular meeting in absence of regular Chairperson of BAC recording the reasons of such absence in the minutes. | Complied | | |
| 5(3)(c) | Chairman of the BAC shall remain present in the AGM. | Complied | | |
| 5(4)(a) | BAC conducted four meetings in the financial year: | Complied | | |
| 5(4)(b) | The quorum of the meeting of BAC constituted in presence of either two members including ID or two third of the members , whichever was higher; | Complied | | |
| 5(5)(a) | Oversee the financial reporting process. | Complied | | |
| 5(5)(b) | Monitor choice of accounting policies and principles. | Complied | | |
| 5(5)(c) | Monitor Internal Audit and Compliance process to ensure that it is adequately resourced; | Complied | | |
| 5(5)(d) | Oversee hiring and performance of external auditors; | Complied | | |
| 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; | Complied | | |

| Condition No. | Title | Status | | Remarks |
|----------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------|--------------|---------|
| | | Complied | Not Complied | |
| 5(5)(f) | Review with the management, the annual financial statements before submission to the Board for approval; | Complied | | |
| 5(5)(g) | Review with the management, the quarterly and half yearly financial statements before submission to the Board for approval | Complied | | |
| 5(5)(h) | Review the adequacy of internal audit function; | Complied | | |
| 5(5)(i) | Review the Management's Discussion and Analysis before disclosing in the Annual Report; | Complied | | |
| 5(5)(j) | Review statement of all related party transactions submitted by the management; | Complied | | |
| 5(5)(k) | Review Management Letters or Letter of Internal Control weakness issued by statutory auditors; | Complied | | |
| 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; | Complied | | |
| 5(5)(m) | Oversee whether the proceeds raised IPO or RPO or Rights Share Offer have been utilized per the purposes stated in relevant offer document or prospectus approved by the Commission; | Complied | | |
| 5(6)(a)(i) | The BAC shall report on its activities to the Board. | Complied | | |
| 5(6)(a)(ii)(a) | The BAC shall immediately report to the Board if any report on conflicts of interests | Complied | | |
| 5(6)(a)(ii)(b) | The BAC shall immediately report to the Board if any suspected or presumed fraud or irregularity or material defect identified in the internal audit and compliance process or in the financial statements; | Complied | | |
| 5(6)(a)(ii)(c) | The BAC shall immediately report to the Board if any suspected infringement of laws, regulatory compliances including securities related laws, rules and regulations | Complied | | |
| 5(6)(a)(ii)(d) | The BAC shall immediately report to the Board if any other matter which the Audit Committee deems necessary. | Complied | | |
| 5(6)(b) | If any material impact on the financial condition and results of operation, unreasonably ignored by the management | Complied | | |
| 5(7) | Report on the activities carried out by the Audit Committee, including any report made to the Board of Directors under condition 5(6)(a)(ii) | Complied | | |
| 6(1)(a) | Nomination and Remuneration Committee (NRC) as a sub-committee of the Board; | Complied | | |
| 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; | Complied | | |
| 6(1)(c) | ToR of the NRC shall be clearly set forth in writing covering the areas stated at the condition No. 6(5)(b). | Complied | | |
| 6(2)(a) | The Committee shall comprise of at least three members including an independent director; | Complied | | |
| 6(2)(b) | All members of the Committee shall be non-executive directors. | Complied | | |

Contd.



| Condition No. | Title | Status | | Remarks |
|---------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------|--------------|---------|
| | | Complied | Not Complied | |
| 6(2)(c) | Members of the Committee shall be nominated and appointed by the Board | Complied | | |
| 6(2)(d) | The Board shall have authority to remove and appoint any member of the Committee | Complied | | |
| 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; | Complied | | |
| 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; | Complied | | |
| 6(2)(g) | The company secretary shall act as the secretary of the Committee. | Complied | | |
| 6(2)(h) | The quorum of the NRC meeting shall not constitute without attendance of at least an independent director | 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 | Complied | | |
| 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 | Complied | | |
| 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 | Complied | | |
| 6(3)(c) | The Chairperson of the NRC shall attend the annual general meeting (AGM) to answer the queries of the shareholders | Complied | | |
| 6(4)(a) | The NRC shall conduct at least one meeting in a financial year. | Complied | | |
| 6(4)(b) | The Chairperson of the NRC may convene any emergency meeting upon request by any member of the NRC | 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); | Complied | | |
| 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; | Complied | | |
| 6(5)(a) | NRC shall be independent and responsible or accountable to the Board and to the shareholders; | Complied | | |
| 6(5)(b)(i)(a) | NRC shall oversee, formulate & recommend to the Board regarding the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate suitable directors to run the company successfully; | Complied | | |
| 6(5)(b)(i)(b) | NRC shall oversee, formulate & recommend to the Board regarding the relationship of remuneration to performance is clear and meets appropriate performance benchmarks; | Complied | | |
| 6(5)(b)(i)(c) | NRC shall oversee, formulate & recommend to the Board regarding 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; | Complied | | |
| 6(5)(b)(ii) | NRC shall oversee & make report with recommendation to the Board regarding devising a policy on Board's diversity taking into consideration age, gender, experience, ethnicity, educational background and nationality; | Complied | | |

| Condition No. | Title | Status | | Remarks |
|---------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------|--------------|-------------|
| | | Complied | Not Complied | |
| 6(5)(b)(iii) | NRC shall oversee & make report with recommendation to the Board regarding 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; | Complied | | |
| 6(5)(b)(iv) | NRC shall oversee & make report with recommendation to the Board regarding formulating the criteria for evaluation of performance of independent directors and the Board; | Complied | | |
| 6(5)(b)(v) | NRC shall oversee & make report with recommendation to the Board regarding identifying the company's needs for employees at different levels and determine their selection, transfer or replacement and promotion criteria; | Complied | | |
| 6(5)(b)(vi) | NRC shall oversee & make report with recommendation to the Board regarding developing, recommending and reviewing annually the company's human resources and training policies; | Complied | | |
| 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; | | | On Progress |
| | The issuer Company shall not engage its external or statutory auditors - | | | |
| 7(1)(i) | - to perform the appraisal or valuation services or fairness opinions of the company. | Complied | | |
| 7(1)(ii) | - to perform the financial information systems design and implementation of the company. | Complied | | |
| 7(1)(iii) | - to perform book-keeping or other services related to the accounting records or financial statements of the company. | Complied | | |
| 7(1)(iv) | - to perform broker-dealer services of the company. | Complied | | |
| 7(1)(v) | - to perform actuarial services of the company. | Complied | | |
| 7(1)(vi) | - to perform internal audit services or special audit services of the company. | Complied | | |
| 7(1)(vii) | - to perform any service that the Audit Committee determines of the company. | Complied | | |
| 7(1)(viii) | - to perform audit or certification services on compliance of corporate governance as required under condition No. 9(1) of the company. | Complied | | |
| 7(1)(ix) | - to perform any other service that creates conflict of interest of the company. | Complied | | |
| 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 hold any shares in the said company; | Complied | | |
| 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; | Complied | | |
| 8(1) | The company shall have an official website linked with the website of the stock exchange; | Complied | | |
| 8(2) | The company shall keep the website functional from the date of listing; | Complied | | |
| 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) ; | Complied | | |
| 9(1) | Compliance Audit certification and its disclosure in the Annual Report; | Complied | | |
| 9(2) | Compliance certification professional shall be appointed by the shareholders in the AGM; | Complied | | |
| 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; | Complied | | |

Contd.