

INDEPENDENT SCRUTINIZER'S REPORT

on

**30th Annual General Meeting
of
Anwar Galvanizing Limited**

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**INDEPENDENT SCRUTINIZER'S REPORT
ON
THE 30th ANNUAL GENERAL MEETING
OF
ANWAR GALVANIZING LIMITED**

Date of Notice of the AGM	January 5, 2025
Date and Time of the AGM	Wednesday, February 5, 2025 at 11:30 a.m.
Record date of the AGM	December 5, 2024
Mode of the Annual General Meeting	Virtually by using digital platform
Independent Service Provider	Satcom IT Limited
Website of the Company	www.anwargalvanizing.com
Digital/virtual Venue of AGM	https://anwargalvanizing.bdvirtualagm.com
The Total Number of Shareholders Attended the AGM	167

1. SCOPE AND OBJECTIVE OF INDEPENDENT SCRUTINIZER'S REPORT

Pursuant to the Directive No. **BSEC/CMRRCD/2009-193/08** dated **10.03.2021**, No. **BSEC/ICAD/SRIC/2024/318/09** dated **16.01.2024** and No. **BSEC/ICAD/SRIC/2024/318/87** dated **27.03.2024** of Bangladesh Securities and Exchange Commission (BSEC) for conducting an Annual General Meeting (AGM) using a Digital/Virtual platform (digital/online presence at the AGM) for ensuring voting rights of the Shareholders as well as ensuring compliance with all securities laws and other regulatory requirements in this regard.

2. APPOINTMENT OF INDEPENDENT SCRUTINIZER

We, Jasmin & Associates, Chartered Secretaries, have been appointed as an Independent Scrutinizer for authentication of the due process of election and detailed information of voting results of the 30th Annual General Meeting (AGM) of Anwar Galvanizing Limited scheduled on Wednesday, 5 February, 2025 at 11:30 a.m. by using Digital/Virtual platform.

3. RESPONSIBILITY OF INDEPENDENT SCRUTINIZER

As an Independent Scrutinizer, our responsibility is to ensure that the voting process was conducted fairly and transparently in compliance with the BSEC directive dated 10.03.2021, 16.01.24 and 27.03.24 to submit a report to the Company on the election process and voting on the resolutions based on the reports generated from the electronic voting system (Digital/online presence at the AGM) provided by the Independent Service Provider (ISP).



4. RESPONSIBILITY OF INDEPENDENT SERVICE PROVIDER

The Company appointed Satcom IT Limited as an Independent Service Provider (ISP) for the digital/virtual platform for conducting and voting during the AGM. The voting system comprises with pre-registration facility as per the CDBL register of the shares on its record date for attendance of shareholders, and casting votes. The Independent Service Provider also comprises proxy facilities for digital systems and agenda-wise voting options.

The Independent Service Provider (ISP) Company "Satcom IT Limited" shall be responsible for any interruption of the digital/virtual system of the whole process as a technical & IT service operator for the electronic data and all other relevant records relating to the E-Voting of the AGM.

5. RESPONSIBILITY OF THE MANAGEMENT

The Management of the Company is responsible for ensuring compliance with the requirements of the Companies Act-1994, as well as the rules, regulations, and notifications of BSEC regarding voting on the resolution as per the Notice of the AGM. The Management of the Company is also responsible for providing a secure framework and robustness of the voting systems. Moreover, the management shall be the custodian of the electronic data & all other relevant records relating to E-voting at the AGM of the Company in the future.

6. OBSERVER OF STOCK EXCHANGES

The Company invited Dhaka Stock Exchange PLC. and Chittagong Stock Exchange PLC. to nominate their senior officials to oversee the whole process of the voting system of the AGM. The Company also sent the necessary link with the meeting Joining ID & Password to the Stock Exchanges.

7. THE RECORD DATE TO ATTEND THE AGM

The Company reckoned the Shareholders' voting rights on Thursday, December 5, 2024, the record date to decide the entitlements of members for participating and voting during the AGM. The Company/Independent Service Provider (ISP) provided us with the list of shareholders according to the record date maintained with the CDBL before the AGM.

8. STATUS OF FOLIO/PAPER SHARES

According to our requisition regarding the Company's folio/paper shares and register of folio/paper shares, the Company provided us with the list of shareholding structures of the folio/paper shares according to the Company's record before the AGM.

9. STATUS OF SUSPENSE ACCOUNT (RT-91) OF SHARES

In response to our requirement concerning the suspense shares of the Company, if any, the Management of the Company provided us with the list of shareholding structures of the suspense shares according to the Company's record before the AGM.



10. STATUS OF UNSETTLED ACCOUNT OF SHARES

In compliance with our queries about any unsettled/disputed shares of the Company, due to death/succession, legal issues, or any other reason, if any, the Management of the Company informed us there is no unsettled/disputed shares according to the record of the Company.

11. DISPATCH OF NOTICE FOR CONVENING THE AGM

The Company served Notice of a Digital/Virtual Meeting of the AGM to the shareholders and all concerned specifying the date and time of the AGM, availability of the Notice on the Company's website, website of the Stock Exchanges, and published through news papers in Bengali, English and Online (Samakal, The New Age and www.Corporatesangbad.com) dated January 6, 2025.

The management of the Company informed us that based on the register of members and the list of beneficial owners made available in the Register and Share Transfer Agents Central Depository Bangladesh Limited, the Company completed the dispatch of the Notice to the recorded shareholders of the AGM.

The Proxy Form and detailed login process were sent to the respective shareholders through their email as per their BO Accounts maintained with the Depository. The web link to attend the AGM was also available on the Company's website: www.anwargalvanizing.com.

12. VOTING PERIOD

The Independent Service Provider opened the E-voting platform at 10:30 a.m. February 4, 2025 i.e., 25:30 hours before the AGM, and the members (according to the record date) were able to cast their votes electronically, conveying their assent or dissent votes in respect of the agenda wise proposed resolutions set out on the voting platform of the digital service provider (ISP) Satcom IT Limited. The E-voting platform was opened until the declaration of the voting result of the AGM.

13. VOTING AT THE AGM

The Independent Service Provider and the Management of the Company confirmed the following factors relating to the AGM during the voting period;

- a. The Independent Service Provider provided detailed information about who had cast their votes through the Digital/Virtual platform at the AGM.
- b. The Independent Service Provider (ISP) provided us with the names, BO-ID & shareholding of the members who had cast their votes through the E-voting platform at the AGM.
- c. The Independent Service Provider provided a user ID and password/OTP to the Shareholder/Member so that they could enter into the AGM weblink.



- d. Members logged into the AGM web link according to the scheduled time of the Notice before the AGM.
- e. The voting system was comprised of a pre-registration facility with a log register.
- f. On the Digital/Virtual platform for voting, the Independent Service Provider facilitated 2 (two) options for the Members/ Shareholders/ Representatives, i.e., "Yes" for "voting in favor of" and "No" for "voting against" each proposed resolution.

14. COUNTING PROCESS

On completion of voting during the AGM, the number of votes in favor of and against each agenda was blocked by the Independent Service Provider (ISP) "Satcom IT Limited" The votes (E-voting) were counted electronically, and we scrutinized the results on a test basis after the AGM.

15. RESULT OF E-VOTING

As per the information given by the Satcom IT Limited, the names of the share holders who had voted by E-voting through the Digital/Virtual platform at the AGM were scrutinized and reviewed. Accordingly, the votes were counted electronically on the digital platform based on the data from the E-voting system provided by Satcom IT Limited.

- 15.1. A total of 167 members logged into the Virtual/digital AGM; among them 143, 148, 145, 139, 139, 140 & 126 members cast their votes on Ordinary Business Agenda No 1, 2, 3, 4, 5, 6 and 1 Special Business Agenda respectively through the Virtual/digital voting platform.
- 15.2. Consolidated voting results for each agenda, as set out in the Notice of the AGM, are enclosed herewith. (Annexure-01 to Annexure-07)

16. DISCLAIMER

All the procedures of virtual AGM were solely the responsibility of the Company's management and the Independent Service Provider (ISP). Consequently, we shall not be responsible for the adequacy or accuracy of the functions performed by the ISP in connection with the E-voting report and voting link.

17. OUR REPORTING

The due process of election and detailed information on voting results of the 30th Annual General Meeting of Anwar Galvanizing Limited scheduled and held on Wednesday, 5 February, 2025 at 11:30 a.m. through the Digital/Virtual platform were scrutinized and reviewed. Based on the consolidated voting results, we report that 06 Ordinary and 1 Special Resolutions have been passed with the requisite majority according to the Agenda of the Notice of the AGM.

Place: Dhaka
Dated: February 5, 2025



For: Jasmin & Associates,
Chartered Secretaries

Jasmin Akter
Jasmin Akter, FCS
Managing Partner

Consolidated Voting Results

Ordinary Business:

Agenda-1: To receive, consider and adopt the Financial Statements of the Company for the year ended June 30, 2024, together with reports of the Auditors and the Directors thereon.

প্রস্তাবিত সিদ্ধান্ত :

“ বিগত জুন ৩০, ২০২৪ ইং সমাপ্ত আর্থিক বছরের কোম্পানীর পরিচালনা পর্ষদেও প্রতিবেদন, নিরীক্ষকের প্রতিবেদন এবং নিরীক্ষিত হিসাব গ্রহণ, বিবেচনা ও অনুমোদনের সিদ্ধান্ত আজকের সভায় গ্রহণ করা হল।”

(i) Valid E-Votes in favor and against of the Resolution:

Particulars	E-Voting		
	Numbers of Voters	Numbers of Votes	Percentage (%)
Assent	142	1,43,81,277	99.9996
Dissent	1	64	0.0004
Total	143	1,43,81,341	100

(ii) Invalid E-Votes in favor and against of the Resolution:

Particulars	E-Voting		
	Numbers of Voters	Numbers of Votes	Percentage (%)
Assent	0	0	0
Dissent	0	0	0
Total	0	0	0

Agenda Results

As the number of votes cast in favor of the resolution was more than the number of votes cast against it, based on the results mentioned above, we report that the Resolution concerning Agenda Item No.1 as set out in the Notice of the AGM has been passed with the requisite majority.

For: Jasmin & Associates,
Chartered Secretaries



Jasmin Akter

Jasmin Akter, FCS
Managing Partner

Place: Dhaka
Dated: February 5, 2025

Consolidated Voting Results

Agenda -2: To declare dividend for the year ended June 30, 2024.

প্রস্তাবিত সিদ্ধান্ত :

“ বিগত জুন ৩০, ২০২৪ ইং আর্থিক বছরের জন্য পরিচালনা পর্ষদ কর্তৃক সুপারিশকৃত ১০ শতাংশ নগদ লভ্যাংশ যোগ্য শেয়ার হোল্ডারদের জন্য প্রদানের প্রস্তাব গৃহীত হল। ”

(i) Valid E-Votes in favor and against of the Resolution:

Particulars	E-Voting		
	Numbers of Voters	Numbers of Votes	Percentage (%)
Assent	148	1,43,86,645	100
Dissent	0	0	0
Total	148	1,43,86,645	100

(ii) Invalid E-Votes in favor and against of the Resolution:

Particulars	E-Voting		
	Numbers of Voters	Numbers of Votes	Percentage (%)
Assent	0	0	0
Dissent	0	0	0
Total	0	0	0

Agenda Results

As the number of votes cast in favor of the resolution was more than the number of votes cast against it, based on the results mentioned above, we report that the Resolution concerning Agenda Item No.2 as set out in the Notice of the AGM has been passed with the requisite majority.

Place: Dhaka
Dated: February 5, 2025

For: Jasmin & Associates,
Chartered Secretaries




Jasmin Akter, FCS
Managing Partner

Consolidated Voting Results

Agenda -3: To retire and elect directors as per the provisions of the Articles of Association of the Company.

প্রস্তাবিত সিদ্ধান্ত :

“ কোম্পানীর দুই জন পরিচালক জনাব মানোয়ার হোসেন এবং জনাব হোসেন খালেদ পরিচালকের পদ থেকে অবসর গ্রহন করেন। একই সময়ে একই পদে পুনঃনিয়োগ প্রাপ্তির জন্য আহ্বহ প্রকাশ করেন। আজকের বার্ষিক সাধারণ সভায় জনাব মানোয়ার হোসেন এবং জনাব হোসেন খালেদ কে পরিচালক পদে পুনঃনিয়োগ দেয়ার প্রস্তাব অনুমোদিত হল। ”

(i) Valid E-Votes in favor and against of the Resolution:

Particulars	E-Voting		
	Numbers of Voters	Numbers of Votes	Percentage (%)
Assent	143	1,43,86,352	99.999
Dissent	2	25	0.001
Total	145	1,43,86,377	100

(ii) Invalid E-Votes in favor and against of the Resolution:

Particulars	E-Voting		
	Numbers of Voters	Numbers of Votes	Percentage (%)
Assent	0	0	0
Dissent	0	0	0
Total	0	0	0

Agenda Results

As the number of votes cast in favor of the resolution was more than the number of votes cast against it, based on the results mentioned above, we report that the Resolution concerning Agenda Item No.3 as set out in the Notice of the AGM has been passed with the requisite majority.

For: Jasmin & Associates,
Chartered Secretaries



Place: Dhaka
Dated: February 5, 2025


Jasmin Akter, FCS
Managing Partner

Consolidated Voting Results

Agenda -4: To confirm the appointment of the Independent Director.

প্রস্তাবিত সিদ্ধান্ত :

“ জনাব মজিবুর রহমান কে স্বাধীন পরিচালক হিসাবে কোম্পানীর পরিচালনা পর্ষদ কর্তৃক নিয়োগ আজকের সভায় অনুমোদিত হল যা বাংলাদেশ সিকিউরিটিজ এন্ড এক্সচেঞ্জ কমিশন কর্তৃক অনুমোদন সাপেক্ষে কার্যকর হবে।”

(i) Valid E-Votes in favor and against of the Resolution:

Particulars	E-Voting		
	Numbers of Voters	Numbers of Votes	Percentage (%)
Assent	138	1,43,85,962	99.999
Dissent	1	3	0.001
Total	139	1,43,85,965	100

(ii) Invalid E-Votes in favor and against of the Resolution:

Particulars	E-Voting		
	Numbers of Voters	Numbers of Votes	Percentage (%)
Assent	0	0	0
Dissent	0	0	0
Total	0	0	0

Agenda Results

As the number of votes cast in favor of the resolution was more than the number of votes cast against it, based on the results mentioned above, we report that the Resolution concerning Agenda Item No.4 as set out in the Notice of the AGM has been passed with the requisite majority.

For: Jasmin & Associates,
Chartered Secretaries



Jasmin Akter

Jasmin Akter, FCS
Managing Partner

Place: Dhaka
Dated: February 5, 2025

Annexure-5

Consolidated Voting Results

Agenda -5: To appoint auditor for the year ended June 30, 2025 and to fix their remuneration.

প্রস্তাবিত সিদ্ধান্ত :

“ মাহফেল হক এন্ড কোং, চার্টার্ড একাউন্টেন্টস, কে আগামী ২০২৪-২০২৫ ইং আর্থিক বছরের জন্য কোম্পানীর নিরীক্ষক হিসেবে নিয়োগ প্রদান করা হল এবং নিরীক্ষা ফি বাবদ ভ্যাট এবং ট্যাক্স সহ ২,৫৫,৫৫৫ (দুই লক্ষ পঞ্চাশ হাজার পাঁচশত পঞ্চাশ) টাকা নির্ধারণ করা হল।”

(i) Valid E-Votes in favor and against of the Resolution:

Particulars	E-Voting		
	Numbers of Voters	Numbers of Votes	Percentage (%)
Assent	138	1,43,85,958	99.999
Dissent	1	3	0.001
Total	139	1,43,85,961	100

(ii) Invalid E-Votes in favor and against of the Resolution:

Particulars	E-Voting		
	Numbers of Voters	Numbers of Votes	Percentage (%)
Assent	0	0	0
Dissent	0	0	0
Total	0	0	0

Agenda Results

As the number of votes cast in favor of the resolution was more than the number of votes cast against it, based on the results mentioned above, we report that the Resolution concerning Agenda Item No.5 as set out in the Notice of the AGM has been passed with the requisite majority.

For: Jasmin & Associates,
Chartered Secretaries



Jasmin

Jasmin Akter, FCS
Managing Partner

Place: Dhaka
Dated: February 5, 2025

Annexure-6

Consolidated Voting Results

Agenda -6: To appoint corporate compliance auditor for the year 2024-2025 and to fix their remuneration.

প্রস্তাবিত সিদ্ধান্ত :

“সুরাইয়া পারভীন এন্ড এসোসিয়েট, চার্টার্ড সেক্রেটারীজ-ইন-প্র্যাকটিস, কে আগামী ২০২৪-২০২৫ ইং আর্থিক বছরের জন্য কোম্পানীর কম্প্লায়েন্স নিরীক্ষক হিসেবে পুনরায় নিয়োগ প্রদান করা হল এবং পারিতোষিক হিসাবে ট্যাক্স ও ভ্যাটসহ ৪৫,০০০/- (পয়তাল্লিশ হাজার) টাকা নির্ধারণ করা হল।”

(i) Valid E-Votes in favor and against of the Resolution:

Particulars	E-Voting		
	Numbers of Voters	Numbers of Votes	Percentage (%)
Assent	140	1,35,19,986	100
Dissent	0	0	0
Total	140	1,35,19,986	100

(ii) Invalid E-Votes in favor and against of the Resolution:


Particulars	E-Voting		
	Numbers of Voters	Numbers of Votes	Percentage (%)
Assent	0	0	0
Dissent	0	0	0
Total	0	0	0

Agenda Results

As the number of votes cast in favor of the resolution was more than the number of votes cast against it, based on the results mentioned above, we report that the Resolution concerning Agenda Item No.6 as set out in the Notice of the AGM has been passed with the requisite majority.

For: Jasmin & Associates,
Chartered Secretaries





Jasmin Akter, FCS
Managing Partner

Place: Dhaka
Dated: February 5, 2025

Annexure-7

Consolidated Voting Results

Special Business:

Agenda -1: Pursuant to BSEC notification no. BSEC/CMRRCD/2009-193/10/Admin/118 dated 22 March 2021, to consider and approve the related party transactions between the Company and its allied company, Anwar Ispat Limited, Anwar Cement Limited, Anwar Cement Sheet Limited and A-One Polymer Limited, as set out in Note 30 of the Financial Statements for the Financial Year 2023-24; sale or purchase of assets in excess of 1%; and the sale or purchase of raw material, packaging material or finished goods in excess of 10% of the Company's revenue for the immediate preceding Financial Year and all other business transactions, in the normal course of business and on an arm's length basis."

প্রস্তাবিত সিদ্ধান্ত :

" জুন ৩০, ২০২৪ তারিখে সমাপ্ত নিরীক্ষিত আর্থিক প্রতিবেদন এর নোট-৩০-এ উল্লিখিত সংশ্লিষ্ট পক্ষের লেনদেন (রিলেটেড পার্টি ট্রানজেকশন) আজকের সভায় অনুমোদিত হল।"

(i) Valid E-Votes in favor and against of the Resolution:

Particulars	E-Voting		
	Numbers of Voters	Numbers of Votes	Percentage (%)
Assent	125	59,95,796	99.999
Dissent	1	3	0.001
Total	126	59,95,799	100

(ii) Invalid E-Votes in favor and against of the Resolution:

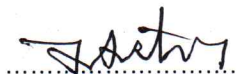
Particulars	E-Voting		
	Numbers of Voters	Numbers of Votes	Percentage (%)
Assent	0	0	0
Dissent	0	0	0
Total	0	0	0

Agenda Results

As the number of votes cast in favor of the resolution was more than the number of votes cast against it, based on the results mentioned above, we report that the Special Resolution concerning Agenda Item No.1 as set out in the Notice of the AGM has been passed with the requisite majority.

For: Jasmin & Associates,
Chartered Secretaries





Jasmin Akter, FCS
Managing Partner

Place: Dhaka
Dated: February 5, 2025