

INDEPENDENT SCRUTINIZER'S REPORT

on

28th Annual General Meeting

of

Anwar Galvanizing Limited

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INDEPENDENT SCRUTINIZER'S REPORT

According to BSEC Directive No. **BSEC/CMRRCD/2009-193/08** dated **10.03.2021**

Name of the Company	Anwar Galvanizing Limited
Type of Meeting	28 th Annual General Meeting
Notice of AGM	December 15, 2022
Day, Date & Time of AGM	Tuesday, January 17, 2023 at 11:30 a.m.
Record date of AGM	November 16, 2022
Mode of the Meeting	Virtually by using digital platform
Independent Service Provider Company	Satcom IT Limited
Website of the Company	www.anwargalvanizing.com
Venue	Virtual
Total number of shareholders attended	282

1. Scope of Independent Scrutinizer

Pursuant to the Directive No. **BSEC/CMRRCD/2009-193/08** dated **10.03.2021** & Explanation No. **SEC/SRMIC/94-231/91** dated **31.03.2021** of Bangladesh Securities and Exchange Commission for conducting of Annual General Meeting (AGM) using digital platform for ensuring voting rights of Shareholders as well as ensuring compliance of all securities laws and other regulatory requirements in this regard.

2. Appointment of Independent Scrutinizer

We, Jasmin & Associates, Chartered Secretaries were appointed as an Independent Scrutinizer for authentication of the due process of election and detailed information of voting results of the 28th Annual General Meeting (AGM) of Anwar Galvanizing Limited scheduled on Tuesday, January 17, 2023 at 11:30 a.m. through virtually by using digital platform.

As an Independent Scrutinizer our responsibility is to ensure that the voting process was conducted in a fair and transparent manner with proper compliances of the BSEC directive dated 10.03.2021 and 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.

3. Responsibility of the Management

As per the Directive of BSEC the Management of the Company is responsible to ensure compliance regarding e-voting on the resolution as per the Notice of the AGM. The Management of the Company is also responsible for ensuring a secured framework, robustness of the electronic voting systems and shall be the custodian of the electronic data & all other relevant records relating to e-voting at the AGM of the company.

4. Observer of Stock Exchanges

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



5. Record date

Voting rights were reckoned on November 16, 2022 the record date for the purpose of deciding the entitlements of members participating and for e-voting during the AGM. The Company/Independent service provider also provided us the list of shareholders at the record date as per CDBL register.

6. Dispatch of Notice for convening the AGM

Notice was served to the shareholders and all concerned specifying the date and time of the AGM, availability of the Notice on Company's website, website of the Stock Exchanges and published through News papers both in Bengali and English (The Daily Samakal & The New Age) dated December 16, 2022.

The Company informed that on the basis of 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 dispatch of Notice of the AGM.

The Company also informed that meeting invitation and detail log in process have been sent through Mobile SMS and email to the respective shareholder's Mobile and email ID available in their BO Account maintained with the Depository. The detailed procedures to participate in the virtual meeting along with the link were also available in the Company's website: www.anwargalvanizing.com.

7. Independent Service Provider

The Company appointed Satcom IT Limited as an independent service provider for providing the digital platform for conducting AGM and on-line or e-voting during the AGM. The voting system comprises with pre-registration facility as per CDBL register of the share's as on its record date for attendance of shareholders, casting vote and log register. It also comprises with proxy facilities for digital system and agenda-wise voting option. The digital platform provider Company "Satcom IT Limited" shall be responsible as a custodian for the electronic data and all other relevant records relating to e-voting and AGM in future.

8. E-voting Period

E-voting platform was opened at 10:30 a.m. on January 16, 2023 i.e. 25 hours before the AGM and members were required to cast their votes electronically conveying their assent or dissent in respect of the resolutions on the e-voting platform provided by Satcom IT Limited.

9. Voting at the AGM

The purpose of ensuring that the members who have cast their votes through e-voting platform of independent service provider Satcom IT Limited, the e-voting service provider provided us the names, DP ID & shareholding of the members who had cast their votes through e-voting.

10. Counting Process

On completion of e-voting during the AGM, the number of votes in favor of and against of each agenda wise proposed resolution were visible on the digital platform; we scrutinized the results on test basis of the e-voting by the members at the AGM, on the e-voting platform of Satcom IT Limited.



11. Results of E-voting

As per the information given by the Company/Satcom IT Limited the names of the shareholders who had voted by e-voting through digital platform at the AGM were scrutinized and reviewed, accordingly the votes were counted electronically on digital platform and the results were prepared.

Based on the data of e-voting system provided by Satcom IT Limited, the total votes cast in favor or against all the resolutions proposed as per agenda of the Notice of the AGM are as under:

A) Ordinary Business:

Agenda No. 01: To receive, consider and adopt the Audited Financial Statements of the Company for the year ended June 30, 2022, together with reports of the Auditors and the Directors thereon.

PROPOSED RESOLUTION

"RESOLVED that the Audited Financial Statements of the Company for the year ended 30 June 2022 together with Reports of the Auditors' and the Directors thereon be and are hereby received, considered and adopted."

Particulars	E-Voting		
	Number of Voters	Number of Votes	Percentage (%)
Assent	192	1,02,70,341	100
Dissent	0	0	0
Total	192	1,02,70,341	100

Based on the aforesaid result, we report that the resolution as per Agenda No. 1 of the Notice of the AGM has been passed unanimously.

Agenda No. 02: To declare dividend for the year ended June 30, 2022.

PROPOSED RESOLUTION

"RESOLVED that 100% dividend (20% Cash and 80% Bonus Share) for the year ended 30 June 2021 be and are hereby approved and be given to the shareholders whose names appeared in the Share Register of the Company at the Record Date on 18 November 2021."

Particulars	E-Voting		
	Number of Voters	Number of Votes	Percentage (%)
Assent	180	1,02,59,675	100
Dissent	0	0	0
Total	180	1,02,59,675	100

Based on the aforesaid result, we report that the Resolution as per Agenda No. 2 of the Notice of the AGM has been passed unanimously.



Agenda No. 03: To retire and elect directors as per the provisions of the Articles of Association of the Company.

PROPOSED RESOLUTION

“RESOLVED that Mr. Hossain Khaled, Mrs. Bibi Amana & Mr. Furkaan Muhammad N Hossain retired from the post of Director and Mr. Hossain Khaled, Mrs. Bibi Amana offered themselves to re-elect as Directors, be and are hereby approved.

Particulars	E-Voting		
	Number of Voters	Number of Votes	Percentage (%)
Assent	154	1,02,45,941	99.982
Dissent	4	1,838	0.018
Total	158	1,02,47,779	100

Based on the aforesaid result, we report that the resolution as per Agenda No. 3 of the Notice of the AGM has been passed with requisite majority.

Agenda No. 04: To appoint Independent Director.

PROPOSED RESOLUTION

“RESOLVED that the appointment of Mr. Abul Quasem as an Independent Director of the Company be and is hereby approved.

Particulars	E-Voting		
	Number of Voters	Number of Votes	Percentage (%)
Assent	149	1,02,46,509	99.988
Dissent	2	1,258	0.012
Total	151	1,02,47,767	100

Based on the aforesaid result, we report that the resolution as per Agenda No. 4 of the Notice of the AGM has been passed with requisite majority.



Agenda No. 05: To appoint Auditors for the year 2022-2023 and to fix their remunerations.

PROPOSED RESOLUTION

“RESOLVED that Mahfel Huq & Co., Chartered Accountants, be and is hereby approved as Auditors of the Company for the year 2022-23 with a fee of Tk. 2,55,555/- (Two Lac Fifty Five Thousand Five Hundred Fifty Five Taka) only including VAT & Tax.”

Particulars	E-Voting		
	Number of Voters	Number of Votes	Percentage (%)
Assent	137	91,68,614	99.998
Dissent	2	152	0.002
Total	139	91,68,766	100

Based on the aforesaid result, we report that the resolution as per Agenda No. 5 of the Notice of the AGM has been passed with requisite majority.

Agenda No. 06: To appoint Corporate Compliance Auditor for the year 2022-23 and to fix their remuneration.

PROPOSED RESOLUTION

“RESOLVED that Suraiya Parveen & Associates, Chartered Secretaries in Practice, be and is hereby re-appointed as Compliance Auditor of the Company for the year 2022-23 with a fee of Tk. 45,000/- (Forty Five Thousand Taka) only including VAT & Tax.”

Particulars	E-Voting		
	Number of Voters	Number of Votes	Percentage (%)
Assent	139	1,02,46,718	99.999
Dissent	1	10	0.001
Total	140	1,02,46,728	100

Based on the aforesaid result, we report that the resolution as per Agenda No. 6 of the Notice of the AGM has been passed with requisite majority.



B) Special Business:

Agenda No. 01: To consider the following proposed resolution, with or without modification, as a Special Resolution relating to related party Disclosure of Anwar Galvanizing Limited for the financial Year ended June 30, 2022.

PROPOSED RESOLUTION

“RESOLVED that the approval of the shareholders be and is hereby accorded to accept the transactions under related party as disclosed in the note number-28 of the audited financial statements of Anwar Galvanizing Limited for the year ended June 30, 2022.

Particulars	E-Voting		
	Number of Voters	Number of Votes	Percentage (%)
Assent	124	38,59,949	99.884
Dissent	4	4,490	0.116
Total	128	38,64,439	100

Based on the aforesaid result, we report that the resolution as per Agenda No. 6 of the Notice of the AGM has been passed with requisite majority.

Reporting

The due process of election and detailed information of voting results of the 28th Annual General Meeting of Anwar Galvanizing Limited scheduled on Tuesday, January 17, 2023 at 11:30 a.m. through virtually by using digital platform were scrutinized and reviewed. Based on the aforesaid results, we report that 06 (six) Ordinary and 01 (one) Special Resolutions of the agenda as mentioned in the notice of the Annual General Meeting (AGM) have been passed with the requisite majority.

Place : Dhaka
Dated : January 17, 2023

For: Jasmin & Associates
Chartered Secretaries


Jasmin Akter, FCS
Chief Executive



