

INDEPENDENT SCRUTINIZER'S REPORT

on

**27th Annual General Meeting
of
Anwar Galvanizing Limited**

Address : 55/B Noakhali Tower (10th Floor),
Suite : 11-F, Purana Paltan, Dhaka-1000
E-mail : jasminandassociates@gmail.com
jasminmizan123@yahoo.com
Phone : 029574125, Mob : 01712644440

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	27 th Annual General Meeting
Notice of AGM	December 18, 2021
Day, Date & Time of AGM	Wednesday, 12 January, 2022 at 11:30 a.m.
Record date of AGM	Thursday, November 18, 2021
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
Number of members voted in E-voting	190

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** 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 27th Annual General Meeting (AGM) of Anwar Galvanizing Limited (hereinafter referred to as the Company) scheduled on Wednesday, 12 January, 2022 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 as on Thursday, November 18, 2021 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 (Samakal and New Age dated 20.12.2021).

The Company informed that on the basis of the Register of Members and the list of Beneficial Owners made available in the Registrar and Share Transfer Agents Central Depository Bangladesh Limited, the Company completed dispatch of Notice of the AGM.

The Company also informed that meeting invitation, Proxy Form and detail log in process have been sent through mobile SMS & email to the respective shareholder's Mobile Number and email ID available in their BO Account maintained with the Depository. The detailed procedures to participate in the virtual meeting along with 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 to maintain 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. January 11, 2022 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 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 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 Notice of the AGM are as under:

A. Ordinary Business:

Agenda No. 01: To receive, consider and adopt the Financial Statements of the Company for the year ended June 30, 2021, 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 2021 together with Reports of the Auditors’ and the Directors thereon be and are hereby received, considered and adopted by the Members of the Company.”

Particulars	E-Voting		
	Numbers of Voters	Numbers of Votes	Percentage (%)
Assent	118	62,24,088	99.898
Dissent	5	6,362	0.102
Total	123	62,30,450	100

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

Agenda No. 02: To declare dividend for the year ended June 30, 2021.

PROPOSED RESOLUTION

“RESOLVED that 30% dividend (20% Cash and 10% Bonus dividend) 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		
	Numbers of Voters	Numbers of Votes	Percentage (%)
Assent	114	62,26,822	99.944
Dissent	2	3,476	0.056
Total	116	62,30,298	100



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

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. Manwar Hossain & Mr. Hossain Mehmood re-elected as Directors be and are hereby approved. Mr. Furkaan Muhammed N Hossain nominee of Anwar Stills Mills Limited be and is hereby appointed as a Nominated Director.

Particulars	E-Voting		
	Numbers of Voters	Numbers of Votes	Percentage (%)
Assent	101	62,18,988	99.898
Dissent	5	6,362	0.102
Total	106	62,25,350	100

Based on the aforesaid result, we report that the Resolution as per Agenda Item 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 appointment of Mr. Naba Gopal Banik as an Independent Director of the Company be and is hereby approved.

Particulars	E-Voting		
	Numbers of Voters	Numbers of Votes	Percentage (%)
Assent	97	62,20,225	99.890
Dissent	6	6,862	0.110
Total	103	62,27,087	100

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



Agenda No. 05: To appoint auditors for the year 2021-2022 and to fix their remuneration.

PROPOSED RESOLUTION

“RESOLVED that appointment of M/s. Ahmed Zaker & Co., Chartered Accountants be and is hereby approved as statutory auditors of the Company for the year 2021-22 i.e., until the conclusion of the next Annual General Meeting with a fee of Tk. 1,50,000/- (One Lac Fifty thousand) including VAT.”

Particulars	E-Voting		
	Numbers of Voters	Numbers of Votes	Percentage (%)
Assent	97	62,21,138	99.898
Dissent	5	6,362	0.102
Total	102	62,27,500	100

Based on the aforesaid result, we report that the resolution as per Agenda Item 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 2021-2022 and to fix their remuneration.

PROPOSED RESOLUTION

“RESOLVED that the appointment of M/s. Suraiya Parveen & Associates Chartered Secretaries an eligible professional firm for issuance of Corporate Governance Code Compliance Certificate be and is hereby approved for re-appointment for the year 2021-22 with a fee of Tk. 40,000/- (Forty Thousand) including Tax & VAT.”

Particulars	E-Voting		
	Numbers of Voters	Numbers of Votes	Percentage (%)
Assent	97	54,56,691	99.884
Dissent	5	6,362	0.116
Total	102	54,63,053	100

Based on the aforesaid result, we report that the resolution as per Agenda Item 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 related party transactions of anwar Galvanizing Limited for the financial year ended june 30, 2021.

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-27 of the audited financial statements of Anwar Galvanizing Limited for the year ended june 30, 2021

Particulars	E-Voting		
	Numbers of Voters	Numbers of Votes	Percentage (%)
Assent	85	16,40,220	99.614
Dissent	5	6,362	0.386
Total	90	16,46,582	100

Based on the aforesaid result, we report that the resolution as per Agenda Item No. 1. 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 27th Annual General Meeting of Anwar Galvanizing Limited scheduled on Wednesday, 12 January, 2022 at 11:30 a.m. through virtually by using digital platform were scrutinized and reviewed. Based on the aforesaid results, we report that 06 Ordinary Resolutions & 01 Special Resolution have been passed with the requisite majority as per notice of the AGM.

Place : Dhaka
Dated : January 12, 2022

For: Jasmin & Associates


Jasmin Akter, FCS
Chief Executive

