

**Annexure-C**  
**[As per condition No.1 (5) (xxvii)]**

Status of compliance with the conditions imposed by the Commission's Notification No. BSEC/CMRRCD/2006-158/207/Admin/80 dated 3<sup>rd</sup> June 2018 issued under section 2CC of the Securities and Exchange Ordinance, 1969:

**(Report under Condition no. 9)**

Condition No.	Title	Compliance Status		Remarks (If any)
		Compiled	Not Compiled	
<b>1.00</b>	<b>Board of Directors</b>			
1.(1)	Board Size (minimum - 5 and maximum - 20)	√		9 directors
<b>1.(2)</b>	<b>INDEPENDENT DIRECTORS</b>			
1.2.(a)	1/5th of total as Independent Director (ID)	√		2 IDs
1.2 (b) (i)	Does not hold any share of less than 1% shares in the Company	√		As declared by the IDs.
1.2(b) (ii)	Not a Sponsor of The Company	√		- do -
1.2 (b)(iii)	Who has not been an executive of the company	√		- do -
1.2 (b)(iv)	Does not have other relationship	√		- do -
1.2 (b)(v)	Not a Member, Director or Officer of nay Stock Exchange	√		- do -
1.2 (b)(vi)	Not a Shareholder, Director of Officer of any Member of Stock Exchange.	√		- do -
1.2 (b)(vii)	Not a partner of an Executive or was not a partner of an Executive during the preceding 3 (Three) years of the concerned Company's statutory audit firm.	√		- do -
1.2 (b)(viii)	Not an Independent Director in more than five listed Companies.	√		- do -
1.2 (b)(ix)	Not Convicted by a curt of competent jurisdiction as a defaulter in payment of any loan to a Bank or a Non-Bank Financial Institution.	√		- do -
1.2 (b)(x)	Not convicted for a Criminal Offence	√		- do -
1.2 ( c )	Appointment by the Board and approved in AGM	√		Appointments are duly approved
1.2 (d)	Post cannot remain vacant more than 90 days	√		No such case in the year
1.2 (e)	Tenure of the Independent Director	√		
<b>1.3</b>	<b>QUALIFICATION OF INDEPENDENT DIRECTOR</b>			
1.3(a)	Independent Director shall be a knowledgeable individual	√		As declared by the IDs.
1.3(b)(i)	Business Leader who is or was a promoter or director of an unlisted company	√		- do -
1.(3)(b)(ii)	Should be a Corporate Leader/Business Leader	√		- do -
1(3)(b)(iii)	Former official of government.	√		- do -
1(3)(b)(iv)	University Teacher who has educational background in Economics or Commerce or Business Studies or Law	-		N/A
1(3)(b)(v)	Professional Chartered Accountant/ Secretary or equivalent qualification.	√		-

Condition No.	Title	Compliance Status		Remarks (If any)
		Compiled	Not Compiled	
1 (3) ( c )	The independent director shall have at least 10(ten) years of experiences	√		As declared by IDs
1 (3) (d)	Relaxation in special cases			N/A
<b>1(4)</b>	<b>Duality of Chairperson of the Board of Directors and Managing Director or Chief Executive Officer</b>			
1(4)(a)	The posts of Chairman of the board and Chief Executive Officer are filled by different individuals.	√		They are different individuals
1(4)(b)	This Company MD and CEO of a listed Company shall not hold the same position in another listed Company.	√		
1(4)(c)	The Chairperson shall be elected from among the non-executive directors of the company	√		He is a non-executive director
1(4)(d)	The Board shall clearly define respective roles and responsibilities of the Chairperson and the Managing Director.	√		
1(4)(e)	In absence of Chairman etc.	-		
<b>1(5)</b>	<b>The Directors' Report to Shareholders :</b>			
1(5)(i)	Industry outlook and possible future developments in the industry	√		Discussed in the Directors' Report
1(5)(ii)	Segment-wise or product-wise performance	√		- do -
1(5)(iii)	Risks and concerns including internal and external risk factor.	√		- do -
1(5)(iv)	A discussion on Cost of Goods sold Gross profit Margin and Net Profit Margin.	√		- do -
1(5)(v)	A discussion on continuity of any extraordinary activities and their implications (gain or Loss)	√		
1(5)(vi)	Basis for related party transactions-a statement of all related party transactions	√		- do -
1(5)(vii)	Utilization of proceeds from public issues, rights issues and/or through any others instruments	√		- do -
1(5)(viii)	An explanation if the financial results deteriorate after the company goes for Initial Public Offering (IPO), Repeat public Offering (RPO), Rights Offer, Direct Listing, etc.	√		- do -
1(5)(ix)	If significant variance occurs between Quarterly Financial Performance and Annual Financial Statements the management shall explain about the variance on their Annual Report	√		
1(5)(x)	Remuneration to Directors including Independent Director	√		- do -

Condition No.	Title	Compliance Status		Remarks (If any)
		Compiled	Not Compiled	
1(5)(xi)	The financial statements prepared by the management of the issuer company present fairly its state of affairs, the result of its operations, cash flows and changes in equity	√		- do -
1(5)(xii)	Proper books of account of the issuer company have been maintained	√		- do -
1(5)(xiii)	Appropriate accounting policies have been consistently applied in preparation to the financial statements and that the accounting estimates are based on reasonable and prudent judgment	√		- do -
1(5)(xiv)	International Accounting Statement (IAS) Bangladesh Accounting Standard(BAS)/ International Financial Reporting standard (BFRS), as applicable in Bangladesh, have been followed in preparation of the financial statements and any departure there-from has been adequately disclosed	√		- do -
1(5)(xv)	The system of internal control is sound in design and has been effectively implemented and monitored	√		- do -
1(5)(xvi)	A statement that minority shareholders have been protected from abusive actions by, or indirectly and have effective means of redress	√		- do -
1(5)(xvii)	There are no significant doubts upon the issuer company's ability to continue as a going concern, If the issuer company is not considered to be a going concern, the fact along with reasons thereof should be disclosed	√		- do -
1(5)(xviii)	Significant deviations from the last year's operation results of the issuer company shall be highlighted and the reasons there of should be explained	√		- do -
1(5)(xix)	Key operating and financial data of at least preceding 5 (Five) years shall be summarized	√		- do -
1(5)(xx)	If the issuer company has not declared dividend (cash or stock) for the year, the reasons there of shall be given	√		Dividend declared
1(5)(xxi)	Declaration that no stock div. paid as interim div.	√		Discussed in the Directors' Report
1(5)(xxii)	The number of Board meetings held during the year and attendance by each Director shall be disclosed	√		- do -
1(5)(xxiii)	A report on the pattern of shareholding disclosing the aggregate (name wise details)	√		- do -

Condition No.	Title	Compliance Status		Remarks (If any)
		Compiled	Not Compiled	
1(5)(xxiii)(a)	Parent/Subsidiary/Associated Companies and other related parties (name wise details)	√		- do -
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)	√		- do -
1(5)(xxiii)(c)	Executives	√		- do -
1(5)(1(5)(xxiii)(d)	Shareholders holding ten percent (10%) or more voting interest in the company (name wise details)	√		- do -
1(5)(xxiv)(a)	A brief resume of the director	√		- do -
1(5)(xxiv)(b)	Nature of his/her expertise in specific functional areas	√		- do -
1(5)(xxiv)(c)	Names of the companies in which the person also holds the directorship and the memberships of committees of the Board	√		- do -
1(5)(xxv)(a)	Accounting policies and estimation for preparation of financial statements	√		- do -
1(5)(xxv)(b)	Changes in accounting policies and estimation as well as cash flows on absolute figure for such changes	√		- do -
1(5)(xxv)(c)	Comparative analysis and financial position as well as cash flow for current financial year with immediate preceding five years explaining reasons	√		- do -
1(5)(xxv)(d)	Compare such financial performance or results and financial position as well as cash flows with the peer industry scenario	√		Not such peer company
1(5)(xxv)(e)	Briefly explain the financial and economic scenario of the country and the globe	√		Discussed in Report
1(5)(xxv)(f)	Risks and concerns issues related to the financial statements	√		- do -
1(5)(xxv)(g)	Future plan or projection or forecast for company's operation shall be explained to the shareholders in the next AGM	√		- do -
1(5)(xxvi)	Declaration or certification by the CEO and the CFO to the Board as required under condition No. 3(30) shall be disclosed as per Annexure-A	√		Given in the Annual Report
1(5)(xxvii)	The report as well as certificate regarding compliance of conditions of this Code as required under condition No. 9 shall be disclosed	√		Given in the Annual Report
1(6)	Meeting of the Board of Directors			
1(6)	Compliance under Bangladesh Secretarial Standards (BSS)	√		

Condition No.	Title	Compliance Status		Remarks (If any)
		Compiled	Not Compiled	
1(7)	<b>Code of Conduct for the Chairperson, other Board members and Chief Executive Officer</b>			
1(7)(a)	The Board shall lay down a code of conduct, based on the recommendation of the Nomination and Remuneration Committee(NRC)	√		
1(7)(b)	The code of conduct as determined by the NRC shall be posted on the website of the company including, among others, prudent conduct and behavior, rules and regulations , prohibition of insider trading, relationship with environment, employees, customers and suppliers, and independency.	√		Available in the Company Website
2	<b>Governance of Board of Directors of Subsidiary Company</b>			
2(a)	Provisions relating to the composition of the Board of the holding company shall be made applicable to the composition of the Board of the subsidiary company			N/A
2(b)	One Independent Director of holding company also in the subsidiary company			N/A
2(c)	Minutes of subsidiary company to be placed in the meeting of holding company			N/A
2(d)	The minutes of the respective Board meeting of the holding company shall state that they have reviewed the affairs of the subsidiary company			N/A
2(e)	The Audit Committee of the holding company shall also review the financial statements in particular the investments made by the subsidiary company			N/A
3	<b>Managing Director (MD) or Chief Executive Officer, Chief Financial Officer (CFO), Head of Internal Audit and Compliance (HIAC) and Company Secretary (CS)</b>			
3.1	<b>Appointment</b>			
3(1)(a)	The Board shall appoint a Managing Director (MD) or Chief Executive Officer, a Company Secretary (CS), Chief Financial Officer(CFO), and Head of Internal Audit and Compliance (HIAC)	√		The positions are duly replenished
3(1)(b)	The positions of the MD,CEO,CS,CFO,HIAC shall be filled by different individuals	√		They are different persons
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	√		In practice
3(1)(d)	The Board shall clearly define respective roles, responsibilities and duties of the CFO, the HIAC and the CS	√		Those are clearly defined

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3(1)(e)	The MD or CEO, CS, CFO, and HIAC shall not be removed from their position without approval of the Board as well as immediate dissemination to the commission and stock exchange	√		No such case during the year
3.2	<b>Requirement to attend Board of Directors' Meetings</b>			
3 (2)	The MD or CEO, CS, CFO and HIAC of the company shall attend the meetings of the Board	√		In practice
3.3	<b>Duties of Managing Director (MD) or Chief Executive Officer (CEO) and Chief Financial Officer (CFO)</b>			
3(3)(a)(i)	The statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading	√		Given in the Annual Report
3(3)(a)(ii)	The statements together present a true and fair view of the company's affairs and are in compliance	√		- do -
3(3)(b)	The MD or CEO and CFO to certify on due diligence in the Report	√		- do -
3(3)( c)	The certification of the MD or CEO and CFO shall be disclosed in the Annual Report	√		- do -
4	<b>Board of Directors' Committee</b>			
4 (i)	Audit Committee	√		Already in practice
4 (ii)	Nomination and Remuneration Committee	√		- do -
5	<b>Audit Committee</b>			
5.1	<b>Responsibility to the Board of Directors</b>			
5(1)(a)	The company shall have an Audit Committee as a sub-committee of the Board	√		In practice
5(1) (b)	The Audit Committee shall assist the Board of Directors in ensuring that the financial statements reflect true and fair view of the state of affairs of the Company and in ensuring a good monitoring system within the business	√		The AC duly discharged its responsibilities
5(1) (c)	The Audit Committee shall report on its activities to the Board of Directors	√		In practice
5.2	<b>Constitution of the Audit committee</b>			
5(2) (a)	The Audit Committee shall be composed of at least 3 (three) members	√		AC has 3 members
5(2) (b)	Board to appoint members of the Audit Committee who shall be non-executive	√		In practice
5(2) (c )	All members of the Audit Committee should be "financially literate" and at least 1 (one) member shall have accounting or related financial management experience	√		The AC members meet the guideline

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		Compiled	Not Compiled	
5(2) (d)	When the term of service of the Committee members expires or there is any circumstance causing any Committee member to be unable to hold office until expiration of the term of service	√		No such case in the reporting year
5(2) (e)	The Company Secretary shall act as the Secretary of the Audit Committee	√		In practice
5(2)(f)	The quorum of Audit Committee meeting shall not constitute without at least 1 (One) independent director	√		In practice
5.3	<b>Chairperson of the Audit Committee</b>			
5(3)(a)	The Board shall select 1 (one) member of the Audit Committee to be Chairperson of the Audit Committee who will be ID.	√		Board selected accordingly
5(3)(b)	In the absence of the Chairperson of the Audit Committee members to elect one			N/A
5(3)(c)	Chairperson of the Audit Committee shall remain present in the Annual General Meeting (AGM)	√		In practice
5.4	<b>Meeting of the Audit Committee</b>			
5(4)(a)	The Audit Committee shall conduct at least its four meetings in a financial year	√		Four meetings held
5(4)(b)	The quorum of the Audit Committee shall be constituted in presence of either two members or two third of the members of the Audit Committee whichever is higher	√		In practice
5.5	<b>Role of Audit Committee</b>			
5(5)(a)	Oversee the financial reporting process	√		In practice
5(5)(b)	Monitor choice of accounting policies and principles	√		- do -
5(5)(c)	Internal Audit and Compliance process to ensure that it is adequately resourced	√		- do -
5(5)(d)	Performance of external auditors	√		- do -
5(5)(e)	Hold meeting on annual financial statements before submission to the Board for approval or adoption	√		- do -
5(5)(f)	Review the annual financial statements before submission to the Board for approval	√		- do -
5(5)(g)	Review the Quarterly and half yearly financial statements before submission to the Board for approval	√		- do -
5(5)(h)	The review adequacy of internal audit function	√		- do -
5(5)(i)	Review the management's Discussion and Analysis before disclosing in the Annual Report	√		- do -

Condition No.	Title	Compliance Status		Remarks (If any)
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5(5)(j )	Review statement of all related party transactions submitted by the management	√		- do -
5(5)(k )	Review management letters or letter of Internal Control weakness issued by statutory auditors	√		- do -
5(5)(l )	Oversee determination of audit fees based on scope and magnitude	√		- do -
5(5)(m )	Oversee whether IPO proceeds utilized as per the published Prospectus			N/A
5.6	<b>Reporting of the Audit Committee</b>			
5.6 (a)	<b>Reporting to the Board of Directors</b>			
5(6)(a)(i)	The Audit Committee shall report on tis activates to the Board	√		In practice
5(6)(a)(ii)(a)	Report on conflicts of interests	-		No such case in the year
5(6)(a)(ii)(b)	Suspected or presumed fraud or irregularity or material defect identified in the internal audit and compliance process	-		- do -
5(6)(a)(ii)(c)	Suspected infringement of laws, regulatory compliance including securities related laws, relies and regulation	-		- do -
5(6)(a)(ii)(d)	Any other matter which the Audit Committee deems necessary shall be disclosed to the Board immediately	-		- do -
5.6 (b)	<b>Reporting to the Authorities</b>			
5.7	<b>Reporting to the Shareholders and General Investors</b>			
5(7)	Reporting to the Shareholders and General Investors	√		Audit committee report given in the AR
6	<b>Nomination and Remuneration Committee (NRC)</b>			
6.1	<b>Responsibility to the Board of Directors</b>			
6(1)(a)	The company shall have a Nomination and Remuneration Committee (NRC) as a sub-committee of the Board	√		In practice
6(1)(b)	The NRC shall assist the Board in formulation of the nomination criteria or policy for determining qualifications	√		The NRC worked as per the ToR
6(1)(c)	The Terms of Reference of the NRC shall be clearly set forth in writing covering the areas stated at the condition	√		In practice
6.2	<b>Constitution of the NRC</b>			
6(2)(a)	The Committee shall comprise of at least three members including an independent director	√		The NRC has 3 members
6(2)(b)	All members of the Committee shall be non-executive directors	√		In practice



Condition No.	Title	Compliance Status		Remarks (If any)
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6(2)(c)	Members of the Committee shall be nominated and appointed by the Board	√		In practice
6(2)(d)	The Board shall have authority to remove and appoint any member of the committee	√		In practice
6(2)(e)	In case of death, resignation, disqualification, or removal of any member of the Committee or in any another cases of vacancies the board shall fill the vacancy within 180 (one hundred eighty) days of occurring such vacancy in the Committee			N/A
6(2)(f)	The Chairperson of the Committee may appoint or co-opt any external expert members			N/A
6(2)(g)	The company secretary shall act as the secretary of the committee	√		In practice
6(2)(h)	The quorum of the NRC meeting shall not constitute without attendance of at least an independent director	√		In practice
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 form the company	√		In practice
6.3	<b>Chairperson of the NRC</b>			
6(3)(a)	The Board shall select 1 ( One ) member of the NRC to be Chairperson of the Committee	√		Board selected accordingly
6(3)(b)	The absence of chairperson of the NRC, the remaining members may elect one of themselves as Chairperson for that particular meeting	√		N/A
6(3)(c)	The Chairperson of the NRC shall attend the annual general meeting (AGM)	√		In practice
6.4	<b>Meeting of the NRC</b>			
6(4)(a)	The NRC shall conduct at least one meeting in a financial year	√		
6(4)(b)	The Chairperson of the NRC, may convene any emergency meeting	-		No such case in the year
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	√		In practice
6(4)(d)	The proceedings of each meeting of the NRC shall duly be recorded in the minutes and such mines shall be confirmed in the next meeting	√		In practice
6.5	<b>Role of NRC</b>			

Condition No.	Title	Compliance Status		Remarks (If any)
		Compiled	Not Compiled	
6(5)(a)	NRC shall be independent and responsible or accountable to the Board and to the shareholders	√		In practice
6(5)(b)(i)(a)	The level and composition of remuneration is reasonable and sufficient to attract, retain and motivate suitable directors to run the company successfully	√		In practice
6(5)(b)(i)(b)	The relationship of remuneration to performance is clear and meets appropriate performance	√		In practice
6(5)(b)(i)(c)	The remuneration to directors, top level executive involves a balance between fixed and incentive pay reflecting short and long term performance	√		In practice
6(5)(b)(ii)	Devising a policy on Board's diversity taking into consideration age, experience etc.	√		In practice
6(5)(b)(iii)	Identifying persons who are qualified the criteria laid down and recommend their appointment and removal to the Board.	√		In practice
6(5)(b)(iv)	Formulating criteria for evaluation of performance of independent directors and the Board	√		In practice
6(5)(b)(v)	Identifying company's needs for employees at different levels and determine their selection, transfer or replacement	√		In practice
6(5)(b)(vi)	Developing recommending and reviewing annually the company's human resources and training policies	√		In practice
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	√		Given in the Annual Report
<b>7</b>	<b>External or Statutory Auditors</b>			
7(1)(i)	External or Statutory Auditors shall not be engaged in Appraisal or valuation services or fairness opinions	√		As declared by the auditors
7(1)(ii)	External or Statutory Auditors shall not be engaged in Financial information systems design and implementation	√		- do -
7(1)(iii)	External or Statutory Auditors shall not be engaged in Book- keeping or other service related to the account in records	√		- do -
7(1)(iv)	External or Statutory Auditors shall not be engaged in Broker –dealer services	√		- do -
7(1)(v)	External or Statutory Auditors shall not be engaged in Actuarial services	√		- do -

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7(1)(vi)	External or Statutory Auditors shall not engage Internal audit services	√		- do -
7(1)(vii)	External or Statutory Auditors shall not be engaged in any services that the Audit Committee may determine	√		- do -
7(1)(viii)	External or Statutory Auditors shall not be engaged in Certification services on compliance of corporate governance	√		- do -
7(1)(ix)	External or Statutory Auditors shall not be engaged in any other service that may create conflict of interest	√		- do -
7(2)	No partner or employees of the External or Statutory Auditors audit firms shall possess any share of the company they audit at least during the tenure of their audit assignment of that company	√		- do -
7(3)	Representative of External or Statutory Auditors shall remain present in the Shareholders Meeting ( Annual General Meeting or Extraordinary General Meeting)	√		In practice
<b>8</b>	<b>Maintaining a website by the company</b>			
8(1)	The company shall have an official website linked with that of the stock exchange	√		Website exists
8(2)	The company shall keep the website functional from the date of listing	√		Website is functional
8(3)	The company shall make available the detailed disclosures on its website as required under the listing regulations of the concerned stock exchanges	√		In practice
<b>9</b>	<b>Reporting and Compliance of Corporate Governance</b>			
9(1)	The company shall obtain a certificate from a practicing professional firm on yearly basis regarding compliance of conditions of Corporate Governance and such certificate shall be disclosed in the Annual Report	√		Certificate given in the Annual Report
9(2)	The professional who will provide the certificate on compliance of Corporate Governance shall be appointed by the Shareholders in the Annual General Meeting	√		Duly Appointed at AGM on 10.12.2020
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	√		Duly stated in the Directors' Report