



DIRECTIVE

Dated, the 17th November 2021

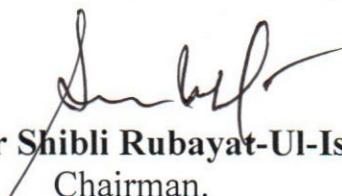
No. BSEC/CMRRCD/2009-193/30- In exercise of the powers conferred by section 20A of the Securities and Exchange Ordinance, 1969 (Ordinance No. XVII of 1969), the Bangladesh Securities and Exchange Commission makes the following amendment to the Directive No. BSEC/CMRRCD/2009-193/08- dated 10 March 2021, namely:-

The direction (9) shall be replaced by the following direction (9) as follows, namely:-

- “(9) The due process of election and detailed information of voting results shall be authenticated by the concerned stock exchange(s) or by an independent scrutinizer (who has professional experience and qualification of chartered accountants, cost and management accountants or chartered secretaries) as appointed by the issuer company, and such authenticated report shall be submitted to the Commission within 48 (forty-eight) hours of conclusion of general meeting.”

This directive shall have immediate effect.

By order of the Bangladesh Securities and Exchange Commission


Professor Shibli Rubayat-Ul-Islam
Chairman.

“মুজিবর্মের অঙ্গীকার উন্নয়ন-অর্থায়নের উৎস হবে পুঁজিবাজার”



BANGLADESH SECURITIES AND EXCHANGE COMMISSION

Securities Commission Bhaban

E-6/C Agargaon, Sher-e-Bangla Nagar

Administrative Area, Dhaka 1207, Bangladesh



No. SEC/SRMIC/94-231/ 91

31 March 2021

Subject: Conducting Annual General Meeting (AGM)/ Extraordinary General Meeting (EGM), meeting of the Board of Directors (BOD) by using digital platform.

This refers to the Commission's Order Nos: SEC/SRMIC/94-231/25, and BSEC/CMRRCD/2009-193/08, dated 8 July 2020 and 10 March 2021 respectively, regarding the captioned subject (Copies enclosed).

In order to avoid large gathering at one place and to maintain social distancing due to the country-wide effect of coronavirus and its risk of spreading among the participants of the meetings, an issuer company listed with stock exchanges may use digital platform for conducting its Annual General Meeting (AGM)/ Extraordinary General Meeting (EGM) and meeting of the Board of Directors (BOD), subject to ensuring proper protective measures during the meeting, voting and other rights of shareholders complying with the relevant conditions of the Commission's Orders issued time to time.

For the Bangladesh Securities and Exchanges Commission,

Mohammed Nazrul Islam

Grade-5 Official

Distribution: (for necessary action):

- 1) Managing Director, Dhaka Stock Exchange Limited.
- 2) Managing Director, Chittagong Stock Exchange Limited.
- 3) Managing Director/Chief Executive Officer, all listed issuer companies.

The Stock Exchanges are advised to bring the provisions of this order to the notice of all the listed companies and also disseminate on their websites.

Copy to:

- 1) The President, Bangladesh Association of Publicly Listed Companies.
- 2) Chairman office, BSEC.

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DIRECTIVE

Dated, the 10 March 2021

No. BSEC/CMRRCD/2009-193/08- Whereas, the Bangladesh Securities and Exchange Commission (hereinafter referred to as the Commission) deems it appropriate that in the interest of investors and the capital market, certain directions should be issued to the stock exchange(s) and the issuer company of listed securities (hereinafter referred to as an issuer company) regarding holding of annual general meeting (AGM) or extra-ordinary general meeting (EGM);

Now, therefore, in exercise of the powers conferred by section 20A of the Securities and Exchange Ordinance, 1969 (XVII of 1969), the Commission hereby directs the Dhaka Stock Exchange Limited, the Chittagong Stock Exchange Limited and all the issuer companies listed their securities with any stock exchange in Bangladesh to ensure compliance of the followings with regard to holding of annual general meeting (AGM) or extraordinary general meeting (EGM), namely:-

An issuer company shall conduct its general meeting (AGM or EGM) using Hybrid System in combination of physical presence of shareholders at the venue of general meeting and presence or connection of shareholders by using digital platform or online platform ensuring, among others, the following voting manner and other rights of the shareholders as well as limitations and compliances of other regulatory framework:

- (1) An issuer company using Hybrid System for conducting its general meeting (AGM or EGM) shall notify its shareholders the address of the meeting venue and web-link for joining the meeting or e-voting through online platform or system or digital platform, with intimation to the Commission and the stock exchange(s).



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Administrative Area, Dhaka 1207, Bangladesh



- (2) An issuer company shall have a facility to exercise the shareholder's (holders of paper shares or dematerialized shares) voting rights on the resolution proposed to be considered at the general meeting ensuring voting system through physical or paper ballot at the venue of general meeting or through electronic ballot or any e-voting system using online platform or system or digital platform.
- (3) The voting system shall have pre-registration facility for attendance of shareholders, casting vote and also have log register.
- (4) For the purpose of attending the general meeting and casting of vote on behalf of the entitled shareholders either by physical or paper ballot or electronic ballot or e-voting system at the venue of general meeting or using online platform or system or digital platform, an issuer company shall send proxy form in hard/ paper or soft or online system to the shareholders mentioning that each shareholder or his proxy has right to vote either for or against each of the agenda or resolution.
- (5) The facility for on-line (real time) or e-voting and physical voting shall be agenda-wise voting option either for or against each of the resolution:

Provided that on-line (real time) or e-voting option shall be opened at least 24 (twenty four) hours but not exceeding 72 (seventy two) hours prior to start of general meeting and shall remain open up to the closure of general meeting.

- (6) An issuer company shall provide one-way live or live streaming or webcast of the proceedings of its general meeting.



BANGLADESH SECURITIES AND EXCHANGE COMMISSION

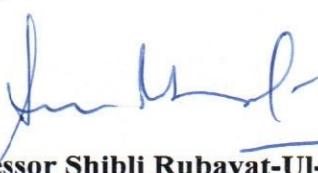
Securities Commission Bhaban
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Administrative Area, Dhaka 1207, Bangladesh



- (7) Independent service provider or any other entity as appointed by the issuer company shall provide the service of digital platform for conducting general meeting and on-line or e-voting platform or system.
- (8) The concerned stock exchange(s) may nominate any of its senior officials as an observer to oversee the whole process of voting system of the general meeting.
- (9) The due process of election and detailed information of voting results shall be authenticated by the concerned stock exchange(s) or by an independent scrutinizer (who has professional experience and qualification of chartered accountants or chartered secretaries) as appointed by the issuer company, and such authenticated report shall be submitted to the Commission within 48 (forty-eight) hours of conclusion of general meeting.

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