

[Certificate as per condition No.1 (5) (xxvii)]

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Report to the Shareholders of Paramount Textile PLC on compliance on the Corporate Governance Code

We have examined the compliance status to the Corporate Governance Code by Paramount Textile PLC for the year ended on 30 June 2022. This Code relates to the Notification No. BSEC/CMRRCD/2006-158/207/Admin/80 dated 3 June, 2018 of the Bangladesh Securities and Exchange Commission.

Such compliance with the Corporate Governance Code is the responsibility of the Company. Our examination was limited to the procedures and implementation thereof as adopted by the Management in ensuring compliance to the conditions of the Corporate Governance Code.

This is a scrutiny and verification and an independent audit on compliance of the conditions of the Corporate Governance Code as well as the provisions of relevant Bangladesh Secretarial Standards (BSS) as adopted by Institute of Chartered Secretaries of Bangladesh (ICSB) in so far as those standards are not inconsistent with any condition of this Corporate Governance Code.

We state that we have obtained all the information and explanations, which we have required, and after due scrutiny and verification thereof, we report that, in our opinion:

- (a) The Company has complied with the conditions of the Corporate Governance Code as stipulated in the above mentioned Corporate Governance Code issued by the Commission;
- (b) The Company has complied with the provisions of the relevant Bangladesh Secretarial Standards (BSS) as adopted by the Institute of Chartered Secretaries of Bangladesh (ICSB) as required by this Code;
- (c) Proper books and records have been kept by the company as required under the Companies Act, 1994, the securities laws and other relevant laws; and
- (d) The governance of the company is highly satisfactory.

Dhaka, Dated
November 08, 2022

Suraiya Parveen & Associates
Chartered Secretaries



Suraiya Parveen, FCS
Chartered Secretary in Practice

ANNEXURE- IX

COMPLIANCE REPORT ON BSEC'S NOTIFICATION

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

(Report under condition no. 9)

Condition No.	Title	Status	Remarks
1.0	Board of Directors-		
1(1)	Board's Size: Board members shall not be less than 5 (Five) and more than 20 (Twenty)	Complied	The Board is comprised of 8 (eight) members
1(2)	Independent Directors: Representation of ID in Board		
1(2)(a)	Number of Independent Director: At least 1/5th	Complied	There are two ID in the Board
1(2)(b)	For the purpose of this clause "Independent Director" means a Director-	The ID have declared their compliances	
1(2)(b)(i)	Independent Director do not hold any share or less than 1% (one) percent share of total paid-up shares of the company	Complied	Do
1(2)(b)(ii)	ID is not connected with the company' sponsor or director or shareholder who holds 1% or more share	Complied	Do
1(2)(b)(iii)	Who has not been an executive of the company in immediately preceding 2 (two) financial years	Complied	Do
1(2)(b)(iv)	Independent Directors do not have any other relationship, whether pecuniary or otherwise, with the company or its subsidiary/associated company	Complied	Do
1(2)(b)(v)	Independent Directors are not the members or TREC holder, directors or officers of any stock exchange	Complied	Do
1(2)(b)(vi)	Who is not the shareholder, directors excepting independent director or officer of any member or TREC holder of stock exchange or an intermediary of the capital market	Complied	Do
1(2)(b)(vii)	Independent Directors are/were not the partners or executives during preceding three years of any statutory audit firm	Complied	Do
1(2)(b)(viii)	They are not the independent directors in more than five listed companies	Complied	Do
1(2)(b)(ix)	Who is not convicted by a court of competent jurisdiction as a defaulter in payment of any loan to bank or a non-bank financial institution	Complied	Do
1(2)(b)(x)	Who is not been convicted for a criminal offence involving moral turpitude	Complied	Do

Condition No.	Title	Status	Remarks
1(2)(c)	The independent directors shall be appointed by the board of directors and approved by the shareholders in the Annual General Meeting	Complied	Do
1(2)(d)	The post of independent directors cannot remain vacant for more than 90 days	Complied	Do
1(2)(e)	The tenure of office of an independent directors shall be for a period of three years which may be extended for one term only & Independent director shall not be subject to retirement by rotation as per companies Act, 1994. After completing two term e.g. six (6) years, a time gap of one (1) tenure e.g. three (3) years independent director may be considered for reappointment.	Complied	Both the ID have successfully Completed their first term & Recomanded for re appointment
1(3)	Qualification of Independent director (ID)		
1(3)(a)	Independent Director shall be knowledgeable individual with integrity	Complied	The qualification justify their abilities as such
1(3)(b)(i)	Business leader who is or was a promoter or director of an unlisted company having minimum paid up capital of Tk. 100 million or any listed company or a member of any national or international chamber of commerce or business association	Not applicable	
1(3)(b)(ii)	Corporate leader who is or was a top-level executive not lower than CEO or MD or DMD or CFO or Head of Finance or Accounts or company secretary or head of internal audit and compliance or head of legal service or a candidate with equivalent position of an unlisted company having minimum paid up capital of 100 million or of a listed company.	Complied	
1(3)(b)(iii)	Former official of government or statutory or autonomous or regulatory body in the position not below 5 th grade of the national pay scale (at least bachelor degree in economics or commerce or business or law)	Not applicable	
1(3)(b)(iv)	University teacher who has an educational background in economics or commerce or business studies or law.	Not applicable	
1(3)(b)(v)	Professional or who is or was an advocate practicing at least in the high court division of supreme court or a CA or CMA or CFA or CCA or CPA or CMA or CS or equivalent position.	Not applicable	
1(3)(c)	The Independent Director shall have at least 10 years of experience in any field mentioned in clause (b)	Complied	
1(3)(d)	In special cases, the above qualifications or experiences may be relaxed subject to prior approval of the commission	Not applicable	
1.4	Duality of Chairperson of the Board of Directors and Managing Director or Chief Executive Officer:		
1(4)(a)	The Chairman of the Board and the Managing Director (MD) and /or Chief Executive Officer (CEO) shall be different individuals.	Complied	
1(4)(b)	The MD and/or CEO of a listed company shall not hold the same in another listed company	Complied	

Condition No.	Title	Status	Remarks
1(4)(c)	The Chairman of the board shall be elected from among the non-executive Directors of the company	Complied	
1(4)(d)	The board shall clearly define respective roles & responsibilities of chairperson and MD and/or CEO	Complied	
1(4)(e)	In the absence of chairperson of the board, remaining members may elect one of themselves from non-executive directors as chairperson & the reason of absence shall be duly recorded in the minutes	Complied	
1.5	The Directors' Report to Shareholders		
1.5 (i)	Industry outlook and possible future developments in the industry	Complied	
1.5 (ii)	Segment-wise or product-wise performance	Complied	
1.5 (iii)	Risk and Concern including external & internal risk factors threat to sustainability & negative impact on environment, if any	Complied	
1.5 (iv)	A discussion on cost of goods sold, gross profit margin and net profit margin	Complied	
1.5 (v)	Discussion on continuity of an Extra-ordinary gain or loss	Complied	
1.5 (vi)	Basis for related party transaction- a statement of all related party transactions should be disclosed in the annual report	Complied	
1.5 (vii)	Utilization of proceeds from public issues, right issues and or through any other instruments	Not applicable	
1.5 (viii)	An explanation if the financial results deteriorate after the company goes for IPO,RPO, rights Offer, Direct Listing etc.	Not applicable	
1.5 (ix)	Explanation on significant variance occurs between quarterly financial performance and Annual Financial Statements	Complied	
1.5 (x)	A statement of Remuneration to directors including independent director	Complied	
1.5 (xi)	The financial statements prepared by the management of the issuer company present fairly state its affairs, the result of its operation, cash flows and changes in equity	Complied	
1.5 (xii)	Proper books of account of the issuer company have been maintained	Complied	
1.5 (xiii)	Appropriate accounting policies have been consistently applied in preparation of the financial statements and that the accounting estimates are based on reasonable and prudent judgment	Complied	

Condition No.	Title	Status	Remarks
1.5 (xiv)	International Accounting Standards (IAS)/ Bangladesh Accounting Standards (BAS)/International Financial Reporting Standards (IFRS)/Bangladesh Financial Reporting Standards (BFRS), as applicable in Bangladesh, have been followed in preparation of the financial statements and any departure there-from has been adequately disclosed.	Complied	
1.5 (xv)	The system of internal control is sound in design and has been effectively implemented and monitored	Complied	
1.5 (xvi)	Minority shareholders have been protected	Complied	
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 the reasons thereof should be disclosed	Complied	
1.5 (xviii)	Significant deviations from the last year's operating results of the issuer company shall be highlighted and the reason thereof should be explained	Complied	
1.5 (xix)	Key operating and financial data of at least preceding five years shall be summarized	Complied	
1.5 (xx)	If the issuer company has not declared dividend (cash or stock) for the year, the reasons thereof shall be given	Not applicable	
1.5 (xxi)	No bonus share or stock dividend has been or shall be declared as interim dividend	Not applicable	
1.5 (xxii)	The number of Board meetings held during the year and attendance by each director shall be disclosed.	Complied	
1.5 (xxiii)	Report on the pattern of shareholding disclosing the aggregate number of share held by		
1.5(xxiii)(a)	Parents/Subsidiary/ Associated companies and other related parties (name wise details)	Complied	
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)	Complied	
1.5 (xxiii) c	Executives	Complied	
1.5 (xxiii)d	Shareholders holding ten percent or more voting interest in the company (name wise details)	Complied	
1.5 (xxiv)	Disclosure on the appointment /reappointment of directors -		
1.5 (xxiv)a	A brief resume of the director	Complied	
1.5 (xxiv)b	Nature of his/her expertise in specific functional areas	Complied	
1.5 (xxiv)c	Names of companies in which the person also holds directorship and the membership of committees of the board	Complied	

Condition No.	Title	Status	Remarks
1.5 (xxv)	A management discussion and analysis signed by CEO or MD presenting detailed analysis of the company's position and operations along with a brief discussion of changes in the financial statement, among others focusing on:	Complied	
1.5(xxv)(a)	Accounting policies & estimation for preparation of financial statements	Complied	
1.5(xxv)(b)	Changes in accounting policies & estimation, if any clearly describing the effect on financial performance or results and financial position as well as cash flows in the absolute figures	Complied	
1.5(xxv)(c)	Comparative analysis (including effect of inflation) of financial performance or results and financial position as well as cash flows in the absolute figures	Complied	
1.5(xxv)(d)	Compare such financial performance or results and financial position as well as cash flows with the peer industry scenario	Complied	
1.5(xxv)(e)	Briefly explain the financial and economic scenario of the country and the globe	Complied	
1.5(xxv)(f)	Risks & concerns issued related to the financial statements, explaining such risk and concerns mitigation plan of the company	Complied	
1.5(xxv)(g)	Future plan or projection or forecast for company's operation, performance and financial position, with jurisdiction thereof, i.e. actual position shall be explained to the shareholders in the next AGM	Complied	
1.5(xxvi)	Declaration or certification by the CEO and the CFO to the board as required under condition No.:3(3) shall be disclosed as per Annexure-vi	Complied	
1.5(xxvii)	The report as well as certificate regarding compliance of conditions of the code as required under condition No.9 shall be disclosed as per Annexure-viii	Complied	
1(6)	The company shall conduct its Board meetings and record the minutes of the meetings as well as keep required books and records in line with BSS as adopted by the Institute of Chartered Secretaries of Bangladesh	Complied	
1(7)	Code of Conduct for the Chairperson, other Board members and Chief Executive Officer:		
1(7)(a)	The board shall lay down a code of conduct based on the recommendation of the NRC at condition No.6 for the chairperson of the board, other board members & CEO of the company	Complied	
1(7)(b)	The code of conduct as determined by the NRC shall be posted in the website of the company among others prudent conduct & behavior; confidentiality; conflict of interest; compliance with laws , rules & regulations; prohibition of insider trading; relationship with environment, employees, customers and suppliers; and independency	Complied	
2.00	Governance of Board of Directors of Subsidiary Company: The Company does not have any Subsidiary company		

Condition No.	Title	Status	Remarks
2 (a)	Provisions relating to the composition of board of holding company shall be made applicable to the composition of the board of subsidiary company	Not applicable	
2 (b)	At least one (1) independent director of the board of the holding company shall be a director in the board of subsidiary company	Not applicable	
2 (c)	The minutes of the subsidiary company shall be placed for review at the following board meeting of the holding company	Not applicable	
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 also	Not applicable	
2 (e)	The audit committee of the holding company shall also review the financial statements, in particular the investments made by the subsidiary company	Not applicable	
3.	MD or CEO, CFO, HIAC and CS:		
3 (1)	Appointment		
3(1)(a)	The Board shall appoint MD, CFO, HIAC and CS	Complied	
3(1)(b)	Position of MD, CFO, HIAC and CS shall be filled by different individuals	Complied	
3(1)(c)	The MD or CEO, CFO, HIAC and CS shall not hold any executive position in any other company at the same time	Complied	
3(1)(d)	Board shall clearly define their respective roles, responsibilities and duties of CFO, HIAC & CS	Complied	
3(1)(e)	The MD or CEO, CFO, HIAC and CS shall not be removed from their position without approval of Board as well as immediate dissemination to the commission & stock exchange(s).	Complied	
3(2)	Requirements to attend BOD's Meetings -The MD or CEO, CFO, HIAC and CS shall attend Board of Directors meeting	Complied	
3(3)	Duties of MD or CEO and Chief Financial Officer:		
3(3)(a)	The MD or CEO and CFO shall certify to the board that they have reviewed financial statements for the year and that to the best of their knowledge and belief:	Complied	
3(3)(a) (i)	These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading	Complied	
3(3)(b)	These statements together present a true and fair view of the company's affairs and are in compliance with existing accounting standards and applicable laws	Complied	

Condition No.	Title	Status	Remarks
3(3)(c)	The certification of the MD or CEO and CFO shall be disclosed in the annual report	Complied	
4	Board of Directors' committee		
4(i)	Audit Committee	Complied	
4 (ii)	Nomination and Remuneration Committee	Complied	
5	Audit Committee		
5(1)	Responsibility to the Board of Directors		
5 (1)(a)	Audit Committee shall be the sub-committee of the Board of Directors	Complied	
5 (1)(b)	The 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	Complied	
5 (1)(c)	The Audit Committee shall be responsible to the Board of Directors. The duties of the Audit Committee shall be clearly set forth in writing	Complied	
5 (2)	Constitution of the Audit Committee:		
5 (2)(a)	The Audit Committee shall be composed of at least three members	Complied	
5 (2)(b)	Board shall appoint members of Audit Committee from non-executive directors except chairperson including one independent director	Complied	
5 (2)(c)	All members of the audit committee should be financially literate and at least one member shall have accounting or related financial management experience and ten years of such experience.	Complied	
5 (2)(d)	When the terms of service of any committee member expires or there is any circumstances causing any committee member to be unable to hold before expiration of terms of service where number of Committee members falls short than the prescribed number the board shall fill the vacancy immediately or not later than 1 one month in Committee shall be filled	Complied	The Board appointed AC member in due time and no vacancy occurred
5 (2)(e)	The company secretary shall act as the secretary of the committee	Complied	
5 (2)(f)	The quorum of the Audit Committee meeting shall not constitute without at least one independent director	Complied	
5(3)	Chairperson of the Audit Committee		
5 (3)(a)	Chairman of the Audit Committee shall be an Independent Director	Complied	

Condition No.	Title	Status	Remarks
5 (3)(b)	In the absence of the chairperson of the audit committee remaining members may elect one among themselves as Chairperson	Complied	
5 (3)(c)	Presence of Chairman of the Audit Committee in the Annual General Meeting	Complied	
5 (4)	Meeting of the Audit Committee:		
5 (4) (a)	Frequency of Meeting of the Audit Committee	Complied	
5 (4) (b)	Quorum of the Audit Committee Meeting	Complied	
5 (5)	Role of Audit Committee:		
5 (5) (a)	Oversee the financial reporting process	Complied	
5 (5) (b)	Monitor choice of accounting policies and principles	Complied	
5 (5) (c)	Monitor internal audit and compliance process, approval of internal audit and compliance plan and review of these	Complied	
5 (5) (d)	Oversee hiring and performance of external auditors	Complied	
5 (5) (e)	Hold meeting with external auditors for review of annual financial statements before submission to the board	Complied	
5 (5) (f)	Review along with the management, the annual financial statements before submission to the board for approval	Complied	
5 (5) (g)	Review along with the management, the quarterly and half yearly financial statements before submission to the board for approval	Complied	
5 (5) (h)	Review the adequacy of internal audit function	Complied	
5 (5) (i)	Review the Management's discussion and analysis before disclosing in the annual report	Complied	
5 (5) (j)	Review statement of significant related party transactions submitted by the management	Complied	
5 (5) (k)	Review management letters/ letter of internal control weakness issued by statutory auditors and review of these	Not applicable	Such situation didn't occurred
5 (5) (l)	Oversee the determination of audit fees and others for effective audit and evaluate performance of external auditors	Complied	
5 (5) (m)	Oversee proceeds raised through initial public offering/ repeat public offering/rights issue the company shall disclose to the audit committee about the uses/applications of funds by major category (capital expenditure, sales and marketing expenses, working capital etc.), on a quarterly basis, as a part of their quarterly declaration of financial results	Not applicable	
5 (6)	Reporting of the Audit Committee:		
5 (6) (a)	Reporting to the Board of Directors:		

Condition No.	Title	Status	Remarks
5 (6) (a) (i)	The audit committee shall report on its activities to the board of directors	Complied	
5 (6) (a) (ii)	Audit committee immediately report to the Board on the following findings-		
5 (6) (a) (ii) (a)	Report on conflict of interest	Complied	The directors have declared their compliance
5 (6) (a) (ii) (b)	Suspected or presumed fraud or irregularity or material defect in the internal audit & compliance process or in the financial statement	Complied	There was no such case during the year
5 (6) (a) (ii) (c)	Suspected infringement of laws, including securities related law, rules and regulations	Complied	Do
5 (6) (a) (ii) (d)	Any other matter which deems necessary shall be disclosed to the board of directors immediately	Complied	Do
5 (6) (b)	Reporting to the authorities: If the Audit Committee has reported to the Board about anything which has material impact on the financial condition and results of operation and discussed accordingly with the Board and management but they unnecessarily ignored, then inform to commission regarding the findings, upon reporting of such matters to the Board for 3 times or completion of 6(six) months from the date of first reporting to Board, whichever is earlier.	Not applicable	Do
5 (7)	Reporting to the shareholders and general investors	Complied	Activities of AC are disclosed in the Annual Report
6	Nomination and Remuneration Committee (NRC)-		
6(1)(a)	Nomination committee is a sub-committee of the Board	Complied	
6(1)(b)	NRC shall assist the board in formulation of the nomination criteria or policy for determining qualifications, positive attributes, experiences and independence of directors & top level executives as well as considering remuneration of directors, top level executive	Complied	
6(1)(c)	TOR of NRC shall be set forth in writing	Complied	
6 (2)	Constitution of the NRC		
6(2)(a)	The committee shall comprise of at least 3 members including an independent director	Complied	
6(2)(b)	All members of the committee shall be non-executive directors	Complied	
6(2)(c)	Members of the committee shall be nominated and appointed by the board	Complied	
6(2)(d)	The board shall have authority to remove and appoint any member of the committee	Complied	

Condition No.	Title	Status	Remarks
6(2)(e)	In case of death, resignation, disqualification, or removal of any member of the committee or any other cases of vacancies, the board shall fill the vacancy within 180 (one hundred eighty) of occurring such vacancy	Not applicable	Such situation didn't occurred during the year
6(2)(f)	The chairperson of the committee may appoint or co-opt any external expert or members of staff to committee who shall be non-voting member	Not applicable	Didn't required during the year
6(2)(g)	Company secretary shall act as the secretary of the committee	Complied	
6(2)(h)	Quorum of the NRC shall not constitute without attendance of at least an independent director	Complied	
6(2) (i)	No member of the NRC shall receive any remuneration other than Directors' fees or honorarium from the company	Complied	
6 (3)	Chairperson of the NRC:		
6(3)(a)	The board shall select one member of the NRC to be chairperson of the committee who shall be an independent director	Complied	
6(3)(b)	In the absence of chairperson of NRC, the remaining members may elect one of themselves as chairman of the meeting.	Complied	
6(3)(c)	The chairperson of NRC shall attend the AGM and in the absence of regular chairperson, any member from the NRC shall be selected to attend in AGM	Complied	
6 (4)	Meetina of the NRC		
6(4)(a)	The NRC shall conduct at least 1 meeting in a financial year	Complied	
6(4)(b)	Chairperson may call emergency meeting upon request by member	Complied	
6(4)(c)	Quorum of the NRC	Complied	
6(4)(d)	Record and confirmation of minutes	Complied	
6 (5)	Role of the NRC		
6(5)(a)	NRC shall be independent and responsible or accountable to the board and shareholders	Complied	
6 (5) (b)	NRC shall oversee among others the following matters and make report with recommendation to the Board-		
6(5)(b)(i)	Formulating the criteria for determining qualifications, positive attributes and independence of director and recommend policy to Board relating to remuneration of the directors, top level executive considering the following-	Complied	
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	Complied	

Condition No.	Title	Status	Remarks
6(5)(b)(i)(b)	The relationship of remuneration to performance is clear and meets appropriate performance benchmarks	Complied	
6(5)(b)(i)(c)	Remuneration to directors, top level executive involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of company and its goals	Complied	
6(5)(b)(ii)	A policy on boards diversity considering age, gender, experience, ethnicity, educational background & nationality	Complied	
6(5)(b)(iii)	Identifying persons who are qualified to become directors and top level executive in accordance with the criteria laid down and recommend their appointment and removal to the board	Complied	
6(5)(b)(iv)	Formulating the criteria for evaluation of independent directors and the board	Complied	
6(5)(b)(v)	Identifying the company's needs for employees at different levels and determine their selection, transfer or replacement or promotion criteria	Complied	
6(5)(b)(vi)	Developing, recommending and reviewing annually the company's human resources and training policies	Complied	
6(5)(b)(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.	Complied	
7	External or Statutory Auditors-		
7 (1)	The Company shall not engage its external or statutory auditors to perform the following services-		
7 (1) (i)	Non-engagement in appraisal or valuation services or fairness opinions	Complied	
7 (1) (ii)	Non-engagement in Financial information systems design and implementation	Complied	
7 (1) (iii)	Non-engagement in Book-keeping or other services related to the accounting records or financial statements	Complied	
7 (1) (iv)	Non-engagement in Broker-dealer services	Complied	
7 (1) (v)	Non-engagement in Actuarial services	Complied	
7 (1) (vi)	Non-engagement in Internal audit or special audit services	Complied	
7 (1) (vii)	Non-engagement in any other service that the audit committee determines	Complied	
7 (1) (viii)	Audit or certification services on compliance of corporate governance as required under condition: 9(1)	Complied	
7 (1) (ix)	Any other service that creates conflict of interest.	Complied	

Condition No.	Title	Status	Remarks
7 (2)	No partner or employees and family members of the external audit firms shall possess any share of the company they audit at least during the tenure of their audit assignment of that company.	Complied	
7 (3)	Representative of external or statutory auditors shall remain present in the shareholders meeting (AGM or EGM) to answer the queries of the shareholders	Complied	
8	Maintain a Website by the Company-		
8.(1)	The company shall have an official website linked with the websites of the stock exchange	Complied	
8.(2)	The company shall keep the website functional from the date of listing	Complied	
8.(3)	The company shall make available the detailed disclosures on its website as required under the listing regulations of the concerned stock exchange(s)	Complied	
9	Reporting and Compliance of Corporate Governance-		
9.(1)	Obtaining Certificate from a professional accountant/ Secretary regarding compliance of conditions of Corporate Governance Guidelines of the BSEC on a yearly basis and disclose it in the Annual Report	Complied	
9(2)	The professional who will provide the certificate on compliance of the code shall be appointed by the shareholders in AGM	Complied	
9(3)	The directors of the company shall state, in accordance with the annexure attached, in the directors' report whether the company has complied with these conditions	Complied	