



# AGRICULTURAL MARKETING CO LTD

## STATUS OF COMPLIANCE OF THE CORPORATE GOVERNANCE CODE (CGC), 2018

Status of Compliance with the conditions imposed by the Securities and Exchange Commission Notification No. BSEC / CMRRCD / 2006 -158 /207/ Admin /80, dated 03 June, 2018 issued under section 2CC of the Securities and Exchange Ordinance, 1969:

(Report under Condition No. 9.00)

Condition No.	Title	Compliance Status (put tick in appropriate column)		Remarks (if any)
		Complied	Not Complied	
1.	<b>Board of Directors:</b>			
1.(1)	Board's Size ( Number of Board members to be 5-20)	✓		
1.(2)	<b>Independent Directors:</b>			
1.2 (a)	At least 1/5 <sup>th</sup> of the total number of Directors in the company's board shall be Independent Directors; any fraction shall be considered to the next integer or whole number for calculating number of Independent Director(s):	✓		
1.(2) (b) (i)	Who either does not hold any share in the company or holds less than one percent (1%) shares of total paid-up shares of the Company;	✓		
1.(2) (b) (ii)	Who is not a sponsor of the company and is not connected with the company's any sponsor or director or nominated director or shareholder of the company or any of its associates, sister concerns, subsidiaries and parents or holding entities who holds one percent (1%) or more shares of the total paid-up shares of the company on the basis family relationship and his or her family members also shall not hold above mentioned shares in the company.	✓		
1.(2) (b) (iii)	Who has not been an executive of the company in immediately preceding 2(two) financial years;	✓		
1.(2) (b) (iv)	Who does not have any other relationship, whether pecuniary or otherwise, with the company or its subsidiary or associated companies;	✓		
1.(2) (b) (v)	Who is not a member or TREC (Trading Right Entitlement Certificate) holder, director, or officer of any stock exchange;	✓		
1.(2) (b) (vi)	Who is not a shareholder, director excepting independent director or officer of any member or TREC holder or stock exchange or an intermediary of the capital market;	✓		
1.(2) (b) (vii)	Who is not a partner or an executive or was not a partner or an executive during the preceding 3(three) years of the concerned company's statutory audit firm or audit firm engaged in internal audit services or audit firm conducting special audit or professional certifying compliance of this code;	✓		
1.(2) (b) (viii)	Who is not an independent director in more than 5(five) listed companies;	✓		
1.(2) (b) (ix)	Who has not been convicted by a court competent jurisdictions as defaulter in payment of any loan or any advance to a bank or a Non-Bank Financial Institution (NBF);	✓		
1.(2) (b) (x)	Who has not been convicted for a criminal offence involving moral turpitude.	✓		
1.(2) (c)	The Independent Director's shall be appointed by the board of directors and approved by the shareholders in the Annual General Meeting (AGM).	✓		
1.(2) (d)	The post of independent director(s) cannot remain vacant for more than 90 (ninety) days.			N/A
1.(2) (e)	The tenure of office of an independent director shall be for a period of 3 (three) years, which may be extended for 1 (one) term only;	✓		
1.(3)	<b>Qualification of Independent Director</b>			
1.(3) (a)	Independent Director shall be a knowledgeable individual with integrity who is able to ensure compliance with financial, regulatory and corporate laws and can make meaningful contribution to business.	✓		
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. 100.00 million or any listed company or a member of any national or international chamber of commerce or business	✓		



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