

Ref: ARTISAN/SLM/IS/2022/169

Date: 27th January 2022

The Chairman

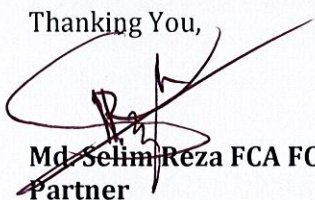
BANGLADESH SECURITIES AND EXCHANGE COMMISSION
Securities Commission Bhaban
E-6/ C, Agargaon
Sher-e -Bangla Nagar Administrative Area
Dhaka- 1207.

Subject: **Independent Scrutinizer's Report**

Dear Sir,

Please be information that we scrutinized the voting result of 21st Annual General Meeting (AGM) of Esquire Knit Composite Limited on **26th January 2022** at 11:00 A.M. by using Online Digital Platform (pursuant to BSEC Directives no. BSEC/CMRRCD/2009-193/08 dated March 10, 2021) through the following link: **<https://esquireknit.bdvirtualagm.com>**
We enclosed here with the scrutinizer's report for your kind perusal.

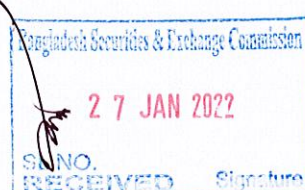
Thanking You,



Md. Selim Reza FCA FCS
Partner

Artisan-Chartered Accountants

CC: Honorable Chairman
Esquire Knit Composite Limited



INDEPENDENT SCRUTINIZER'S REPORT

Name of the Company	Esquire Knit Composite Limited
Meeting	21st Annual General Meeting
Day, Date and Time	Wednesday, 26th January, 2022 at 11.00 A.M.
Deemed Venue	Esquire Tower, 21, Shahid Tajuddin Ahmed Sarani, Tejgoan I/A Dhaka
Mode	Digital Platform/ VC/ Online Voting System

01. MANAGEMENT RESPONSIBILITY

The Management of the Company is responsible to ensure compliance with the requirements of BSEC circular regarding e-voting on the resolution contained in the notice calling the AGM. The management of the Company is also responsible for ensuring a secured framework and robustness of the electronic voting systems.

02. APPOINTMENT AS INDEPENDENT SCRUTINIZER AND OUR RESPONSIBILITY

We were appointed as the Independent Scrutinizer for authentication of online voting by your members during **21st Annual General Meeting (AGM)** of your Company held on **Wednesday, 26th January, 2022 at 11.00 A.M.** through digital platform. Our responsibility as a scrutinizer was to ensure that the voting process was conducted in a fair and transparent manner and submit a scrutinizer report on the voting on the resolutions based on the report generated from the electronic voting system.

Our responsibility as Scrutinizer for e-voting process is restricted to make a Consolidated Scrutinizer's report of the votes cast "in favor" or "against" the resolution(s) contained in the Notice, based on the reports generated from the e-voting system provided by **Satcom IT Limited**, the agency was authorized and engaged by the Company to provide e-voting facility and attendant papers, documents furnished to us electronically by the Company for our verification.

03. DISPATCH OF NOTICE CONVENING THE AGM

3.1 Notice was published in the Bangla and English Daily Newspaper "**Banik Bima Aurthony**", "**The Daily Sun**" on **October 31, 2021** and on the online news portal "**www.sunbd24.com**" on **October 31, 2021** respectively specifying the date and time of AGM, availability of the notice on Company's website and website of the Stock exchanges, manner of registration with BO ID by the Members, manner of voting through digital platform at the AGM etc.





- 3.2 The Company hoisted the notice of AGM on its website and submitted PSI the same to DSE and CSE on **31st October, 2021**.
- 3.3 The service provider "**Satcom IT Limited**" provided a system for recording the votes of the member electronically on all the items of the business which were to be transacted in 21st AGM of **Esquire Knit Composite Limited** held on 26th January, 2022 on the Financial Year ended on 30th June 2021.
- 3.4 The Service Provider set up electronic voting facilities through the link <https://esquireknit.bdvirtualagm.com> **Esquire Knit Composite Limited** uploaded all the items of business to be transacted at the AGM on the website of the Company namely <https://www.esquireknit.com/> to facilitate their members to cast their votes through online digital platform.
- 3.5 The Company informs that on the basis of register of Members and the list of Beneficial owner available by the depositories and CDBL respectively, the Company has completed dispatch of notice of AGM **on December 05, 2021**, total numbers of shareholders were **12,023= (CDBL 12,023+ Folio00)**. Total 2,545 members had valid email numbers and 9,410 valid mobile numbers with CDBL which were collected by the Company and mailed them accordingly. So, about 21.17% of shareholders got the mail and about 78.27% shareholders got SMS from the Company.

04. CUT-OFF DATE

The voting rights were reckoned as on **26th January 2022** being the cut-off date for the purpose of deciding the entitlements of members for voting during AGM.

05. VOTING AT THE AGM

- i) Ensuring that Members who have cast their vote through digital platform do not vote again during the general meeting, the Scrutinizer shall have excess after closure of period of voting and before start of general meeting.
- ii) The online voting system provider provided us the details of the Voting information who had cast their votes through digital voting system.
- iii) The cast votes were unblocked **26th January, 2022** after the conclusion of AGM and witnessed by two witnesses who are not in the employment of online/ e-voting service provider.
- iv) Based on the report generated by **Satcom IT Limited** and relied upon by us, data of e-voting systems was scrutinized test basis.



- v) The electronic data and all other relevant records relating to e-voting are not under our custody. This has under the custody of the **Satcom IT limited** which will be handed over to the secretary after the honorable Chairman considers, approves and signs the minutes of the aforesaid Annual General Meeting.

06. COUNTING PROCESS

On completion of voting during the AGM, we unblocked the results of the voting by members at the AGM and downloaded the results.

07. RESULTS

- 7.1 We observed that:
- a) The voting system was opened at **10.00 A.M. on 25th January 2022**, 25 Hours before the holding of AGM and closed at 11.50 A.M. on 26th January, 2022.
 - b) **96, 92, 85, 89, and 82 members cast their votes on agenda 1, 2, 3, 4 and 5 respectively through digital voting platform.**
- 7.2 Consolidated results with respect to each item on the agenda as set out in the notice of the AGM dated on **26th January 2022** is enclosed herewith.
- 7.3 Based on the aforesaid results, we report that **05** resolutions set out in the Item nos. **1 to 5** of the notice of the AGM dated **26th January 2022** were **passed with the requisite majorities.**

8.0 ISSUANCE OF REPORT

- 8.1 This report is issued in accordance with the terms of the engagement letter.
- 8.2 We have conducted our examination in accordance with the Guidance Note on Reports or Certification for special purpose issued by the Institute of Chartered Accountants of Bangladesh. The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by ICAB.
- 8.3 We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, , quality for the firms that perform Audits and Review of Historical Financial Information, and other Assurance and Related Services Engagement.





9.0 RESTRICTION TO USE

This report has been issued at the request of the Company for (i) placing on website of the Company and (ii) website of CDBL/BSEC. This report is not to be used for any other purpose or to be distributed by the Company to any other parties. Accordingly, I do not accept or assume any liability or any duty of care or for any other purpose or to any other party to whom it is shown or into whose hands it may come without my prior consent in writing.

Md. Selim Reza FCS FCA
Partner
ARTISAN-Chartered Accountants

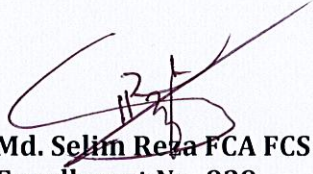


CONSOLIDATED RESULTS

Agenda No.01: To receive, consider and adopt the Audited Financial Statements of the Company for the year ended June 30, 2021 together with the Auditors Report and Directors Reports thereon.

Particulars	Voting at the AGM		Percentage
	Numbers	Votes	
Assent	96	106,844,563	100.00%
Dissent	0	0	00.00%
Total	96	106,844,563	100.00%

Based on the aforesaid results, we report that Ordinary Resolution as set in the Agenda No 01 of the notice of the AGM dated 26th January, 2022 was passed with requisite majority.


Md. Selim Reza FCA FCS
Enrollment No. 939
Partner
ARTISAN-Chartered Accountants

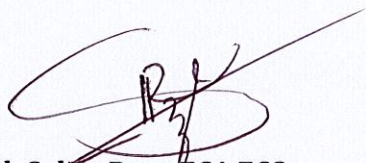


CONSOLIDATED RESULTS

Agenda No. 02: To declare 15% (Fifteen Percent) cash dividend .

Particulars	Voting at the AGM		Percentage
	Numbers	Votes	
Assent	92	103,086,728	100.00%
Dissent	0	0	00.00%
Total	92	103,086,728	100.00%

Based on the aforesaid results, we report that Ordinary Resolution as set in the Agenda No 02 of the notice of the AGM dated 26th January, 2022 was passed with requisite majority.



Md. Selim Reza FCA FCS
Enrollment No. 939
Partner
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CONSOLIDATED RESULTS

Agenda No. 03: To elect/re-elect Directors in term of the relevant provision of Association.

Particulars	Voting at the AGM		Percentage
	Numbers	Votes	
Assent	85	106,465,453	100.00%
Dissent	1	100	00.00%
Total	86	106,465,553	100.00%

Based on the aforesaid results, we report that Ordinary Resolution as set in the Agenda No 03 of the notice of the AGM dated 26th January, 2022 was passed with requisite majority.



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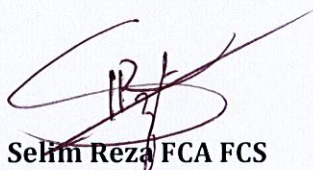


CONSOLIDATED RESULTS

Agenda No. 04: To appoint Auditors for the year 2021-2022 and fix their remuneration.

Particulars	Voting at the AGM		Percentage
	Numbers	Votes	
Assent	89	106,781,731	100.00%
Dissent	0	0	00.00%
Total	89	106,781,731	100.00%

Based on the aforesaid results, we report that Ordinary Resolution as set in the Agenda No 04 of the notice of the AGM dated 26th January, 2022 was passed with requisite majority.



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Enrollment No. 939
Partner
ARTISAN-Chartered Accountants

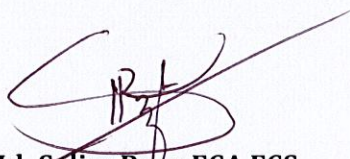


CONSOLIDATED RESULTS

Agenda No. 05: To appoint Corporate Governance Compliance Auditor for the year 2021-2022 and fix their remuneration.

Particulars	Voting at the AGM		Percentage
	Numbers	Votes	
Assent	82	103,272,421	100.00%
Dissent	0	0	00.00%
Total	82	103,272,421	100.00%

Based on the aforesaid results, we report that Ordinary Resolution as set in the Agenda No. 05 of the notice of the AGM dated 26th January, 2022 was passed with requisite majority.



Md. Selim Reza FCA FCS
Enrollment No. 939
Partner
ARTISAN-Chartered Accountants

