



PRINCIPLES OF DISCLOSURE OF MATERIAL INFORMATION (MI) AND PRICE SENSITIVE INFORMATION (PSI)



1. PREAMBLE

Bangladesh Securities and Exchange Commission, through its Notification No: BSEC/CMRRCD/2021-396/52/Admin/140, dated January 30, 2023, has introduced the Bangladesh Securities and Exchange Commission (Prohibition of Insider Trading) Rules, 2022. As per Rule 3(2) of the Rules above, Agni Systems Limited is mandated to establish the "Principles on Disclosure of Material Information (MI) and Price Sensitive Information (PSI)" to ensure the equitable disclosure of Unpublished Price Sensitive Information.

Agni Systems Limited has developed the Principles for Disclosure of Material Information (MI) and Price Sensitive Information (PSI) in compliance with this requirement. The Company firmly believes in transparency and accountability as foundational elements in realizing its vision and bolstering public trust among its stakeholders. This Principle is a resolute affirmation of the Company's dedication to transparency and the advancement of sound governance practices.

2. OBJECTIVE

The objective of the Principles is to establish the guidelines for disclosing Material Information (MI) and Price Sensitive Information (PSI) about the Company, adhering to the specified criteria outlined in the Bangladesh Securities and Exchange Commission (Prohibition of Insider Trading) Rules, 2022. The Principles aim to systematically categorize Material Information (MI) and Price Sensitive Information (PSI) by the rules, aiming to preserve the confidentiality of unpublished price-sensitive information and prevent any potential misuse.

These Principles are designed to facilitate the prompt and comprehensive disclosure of unpublished price-sensitive information that could impact the price of the Company's securities. Furthermore, they seek to uphold uniformity, transparency, and fairness in interactions with all stakeholders. Agni Systems Limited is unwavering in its commitment to ensuring timely and accurate disclosure, aligning with pertinent legal and regulatory requirements.

3. DEFINITION

- 3.01 "Company" means Agni Systems Limited or ASL;
- 3.02 "Board of Directors" or "Board" means the Board of Directors of Agni Systems Limited (ASL);
- 3.03 "Chairman" means the Chairman of the Board of Directors of ASL;
- 3.04 "Director" means the Board of Directors of ASL;
- 3.05 "MD" means the Managing Director of ASL;
- 3.06 "Company Secretary" means the Company Secretary of the ASL;
- 3.07 "CFO" means Chief Financial Officer of ASL;
- 3.08 'Legal Entity' means 'Agni Systems Limited' established under The Companies Act, 1994 with their amendments time to time and other relevant rules and regulations of the land;
- 3.09 'Issuer' means the issuer of the securities (i.e. Agni Systems Limited) ;

- 3.10 'Insider' means any individual as defined in the Regulation 3(2) of Bangladesh Securities and Exchange Commission (Insider Trading Prohibition) Rules, 2022;
- 3.11 'Insider Trading' means any unpublished Price Sensitive Information (PSI) that may influence the price of the Securities or found or as defined in this rules ;
- 3.12 'Related Party' means any individual or his /her family members as defined in this rules ;
- 3.13 'Price Sensitive Information (PSI)' information sensitive to the share price of the Issuer Securities as stipulated in the Bangladesh Securities and Exchange Commission (Insider Trading Prohibition) Rules, 2022;
- 3.14 'Material Information (MI)' means such information as stipulated in the Bangladesh Securities and Exchange Commission (Insider Trading Prohibition) Rules, 2022;
- 3.15 "Policy" means this Policy titled The Principles on Disclosure of Material Information and Price Sensitive Information (PSI) ;
- 3.16 "Key Managerial Personnel" means Key Managerial Personnel (KMP) including the Managing Director, Chief Financial Officer (CFO), Company Secretary, and such other officer/s as may be prescribed by the Board of Directors ;
- 3.17 Stock Exchange(s) means Dhaka Stock Exchange PLC and Chittagong Stock Exchange PLC ;
- 3.18 Listing Regulations means Dhaka Stock Exchange (Listing) Regulation 2015 and the Chittagong Stock Exchange (Listing) Regulation 2015;
- 3.19 "BSEC" means Bangladesh Securities and Exchange Commission;
- 3.20 "DSE" means Dhaka Stock Exchange PLC
- 3.21 "CSE" means Chittagong Stock Exchange PLC
- 3.22 Words or Expressions not defined in this policy shall have the same meaning as given under the Securities and Exchange Ordinance, 1969, Bangladesh Securities and Exchange Commission Act, 1993, Financial Institution Act, 1993, the Companies Act, 1994, Depository Act, 1999, Exchanges Demutualization Act, 2013 and provisions made under the said laws. Further, in case of inconsistency between any provisions of this policy and any existing policy (ies) of the Company, provisions of Policy for determining and disclosing Materiality of Events or Information and Price Sensitivity will prevail.

4. APPLICABILITY

The Principles on Disclosure of Material Information and Price Sensitive Information (the Policy) shall be applicable and binding concerning all material events/information and price-sensitive information of the Company.

5. DISCLOSURE PROCEDURE

Information and events with sensitivity to the share price shall be disclosed to the relevant regulators in the following manner:

- i. The Company shall disclose all Price Sensitive Information (PSI) to the BSEC, DSE, and CSE within two (02) hours of the decision taken by the Board or the conclusion of the meeting or on the day the matter came into its cognizance.
- ii. In case of seeking permission, approval, or consent of the BSEC or other regulator on any issue related to the movement of share price, the Company shall disclose it to the

- BSEC, DSE, and CSE within two (02) hours of the decision taken by the Board or the conclusion of the meeting, or on the day on which the matter came into its cognizance.
- iii. The Chairman, the Managing Director, or the Company Secretary shall sign the PSI document before sending it to BSEC, DSE, and CSE.
 - iv. The Company shall publish another PSI on the same issue within two (02) hours of receiving the permission/consent/ approval from the regulatory authority, mentioning that the issue was sent to the regulatory authority earlier for permission/ consent/ approval.
 - v. ASL shall not disclose, publish, or provide any false or untrue PSI or provoke anyone to disclose the PSI that may influence the company's share price.
 - vi. The Company shall publish the PSI in an online news portal and two (02) daily newspapers (Bangla and English) widely circulated nationwide. The PSI document can be sent through E-mail, Fax, Digital Submission Platform, Specially assigned messenger/personnel, or by courier services in some cases.
 - vii. All PSI shall carry the date, time, or the date on which the matter came into the cognizance of the Company.
 - viii. The Company shall upload all Material Information and Price Sensitive Information on its website and the same for a minimum period of 03 (three) years.

Events/ information mentioned through Annexures I and II to this policy shall be disclosed to the BSEC, Stock Exchange(s), and other regulatory authorities in a manner specified in the policy and regulatory requirements. Further, where the Company makes disclosures to the BSEC and Stock Exchange(s), the Company will also disclose material developments, as may be decided by the Competent Authority regularly.

6. OTHER PROVISIONS RELATING TO DISCLOSURES

- i. The Company shall, concerning disclosures made under the Listing Regulations, make disclosures updating material development regularly to the Stock Exchange(s) and the BSEC until the event is resolved/closed, with relevant explanations.
- ii. The Company shall develop a digital database for storing all PSI and related information.
- iii. The Company shall archive information of all beneficiaries as per the directions of the BSEC, after which the information will be archived as per its Archival Policy or practice of ASL.
- iv. In case of any amendments to the disclosures already made by the Company or those uploaded on its website, the Company shall disclose/ upload the amended content in terms of this Policy.
- v. The Company shall provide a specific and adequate reply to all queries raised by the BSEC and the Stock Exchange(s) concerning material events or information.

7. DISCLOSURES ON THE WEBSITE

The Company shall disclose on its website all such events/information which has been disseminated to the BSEC and Stock Exchange(s) under this Policy, and such disclosures shall be preserved on the website of the Company for a minimum period of three years and after that as per the archival policy/process/ practice followed by the Company.

8. ANNEXURE-I

List of Price Sensitive Information (PSI)

SL. No	Particulars
1.	Information related to the financial position, financial results, financial statements, and other essential information related to the Financial performance.
2.	Information related to dividends and corporate declarations.
3.	Information related to the change of corporate structure (i.e., amalgamation, merger, de-merger, re-structuring, acquisition, winding up, transfer, and transformation, etc.
4.	Information related to the change of capital structure.
5.	Information related to the business extension, changes, etc.
6.	Information related to the fund management and structural change of the fund.
7.	Any other information the BSEC defines as PSI through various rules, regulations, circulars, and directives.
8.	Any information the BSEC publishes in the official gazette defining PSI

1. ANNEXURE-II

List of Material Information (MI)

SL NO.	Particulars
1.	<p>Factors related to the change of financial status/statements:</p> <p>a. Change in financial statements. i.e., Any significant changes in revenue, expenses, profits or losses, cash flow, receivables, significant change of assets and liabilities, significant changes of revaluation of assets or related information or statement or comments;</p> <p>b. Comparative statements of the following information:</p> <p>i. Earnings per share</p> <p>ii. Net operating cash flow per share</p> <p>iii. Net asset value per share;</p> <p>c. Significant/Material change of asset value or composition of assets;</p> <p>d. Any change related to the reservation of provision that is/was required (especially directed/changed) by the regulatory authority; Any change</p>

	related to the change of accounting policies, etc.
2.	<p>Information related to the Corporate Declaration:</p> <ul style="list-style-type: none"> a. Any decision/resolution related to the dividend; b. Any decision/resolution related to the security holder's rights, declaration or issue of bonus, or similar benefits; c. Information related to the benefits receivables by the investors against any corporate declaration or any other information; Change of dividend declaration policy, etc.
3.	<p>Information related to the change of Corporate Structure:</p> <ul style="list-style-type: none"> a. Acquisition or Liquidation of existing assets of ASL at least of 05% (five percent) or higher; b. Amalgamation or merger or acquiring a substantial share of other company (ies) by ASL; c. Demerger of any associates/subsidiaries of the ASL; d. Restructuring or liquidation of any associates/subsidiaries of ASL; e. Change in the "Corporate Activities" of ASL by re-organization of capital or merger or demerger; f. Proposal of acquiring control (take-over) of other company, or the proposal of acquiring internal services of the other company by the ASL; g. Change in ownership structure that may affect the controlling ownership of the ASL; Change of name and address, etc. of the ASL.
4.	<p>Information related to the change of Capital Structure:</p> <ul style="list-style-type: none"> a. Any decision/resolution related to the change of Capital Structure of ASL including the offer of security as a private offer or public offer or rights offer; b. Planned buyback or redemption of securities of ASL; c. Decision/resolution related to the consolidation of any shares, exchange/transfer of shares, conversion of any security into equity security, or conversion of Debt-instrument into shares; Substantial changes of rights of security-holders of ASL.
5.	<p>Information related to the expansion of business activities and the change of business:</p> <ul style="list-style-type: none"> a. Significant development or change of technology, production or establishment of ASL; b. Substantial investment of capital or change of objectives of the ASL; c. Significant agreement (new), production, patent, services, or changes of

	<p>business;</p> <p>d. Recovery of a substantial amount of long-term bad debt,</p> <p>e. Change/ resignation/ termination of the Board of Directors, MD & CEO, Chief Financial Officer (CFO), Company Secretary (CS);</p> <p>f. Change of Statutory Auditor or Corporate Governance Compliance Auditor, Credit Rating Company;</p> <p>g. Any material verdict or order, initiation of legal proceedings, development of regulatory affairs issues, etc.;</p> <p>h. Change of category of listed security-"ASL" in the stock exchange (s) or de-listing from the exchange(s);</p> <p>i. Notable "Management Contract," "Investors Relation Agreement," "Service Agreement," or any agreement related to the Related Party Transaction that may affect the financial statement significantly.</p> <p>j. Decision/ resolution related to the purchase or sale of any fixed asset, or BMRE, or establishment of the new unit; Advance or loan to and from intra-company or subsidiary or associated company or director.</p>
6.	<p>Loans and Advance management:</p> <p>a. Information related to the loan received or advance payment (25% or higher) based on Paid-up capital or net asset value (whichever is higher);</p> <p>b. Giving/releasing of guarantees of any substantial assets;</p> <p>c. Failure of payment of loan/liability of any bank or lender or debt instrument for more than six (06) months; Notable loan agreement or foreign investment agreement, etc.</p>
7.	<p>Others-</p> <p>a. Signing of any necessary agreement/ amendment or cancellation of the agreement (s) that is/are signed in previous years;</p> <p>b. Any event(s) that hamper(s) the reputation, loss/damage of any notable assets of ASL;</p> <p>c. Cancellation of any project or any material change/amendment of the project; Qualified Opinion submitted by the auditor, etc.</p>

9. MODIFICATION AND AMENDMENTS

The Board may, from time to time, make modifications and amendment(s) to these principles to the extent required due to changes in applicable laws and/or regulations or as deemed fit.

