

BAY LEASING & INVESTMENT LIMITED

DIVIDEND DISTRIBUTION POLICY

Version 1.0

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A. Dividend Distribution Policy

As per Directive of the Bangladesh Securities and Exchange Commission bearing No. BSEC/CMRRCD/2021-386/03 dated 14 January 2021, this Dividend Distribution Policy is formulated and shall be disclosed in the annual report and official websites.

B. Approval Time

The annual or final Dividend shall be paid off to the entitled shareholder within **30 (Thirty) days** of approval. Provided that interim dividend shall be paid off to the entitled shareholder, within **30 (Thirty) days** of record date.

C. Cash Dividend distribution process

Cash Dividend shall be distributed in the following manner and procedures, namely:-

- (i) Within **10 (ten) days** of declaration of cash dividend by the board of directors, an amount equivalent to the declared cash dividend payable for the concerned year shall be kept in a separate bank account of the Bay Leasing & Investment Limited, dedicated for this purpose only;
- (ii) The Bay Leasing & Investment Limited shall pay off cash dividend directly to the bank account of the entitled shareholder or unit holder as available in the BO account maintained with the Depository Participant (DP), or the bank account as provided by the shareholder or unit holder in paper form, through **Bangladesh Electronic Funds Transfer Network (BEFTN)**;

Provided that the Bay Leasing & Investment Limited may pay off such cash dividend through bank transfer or any electronic payment system as recognized by the Bangladesh Bank, if not possible to pay off through **BEFTN**;

- (iii) The Bay Leasing & Investment Limited, upon receiving the claim on cash dividend from a stock broker or a merchant banker or a portfolio manager for the margin client or customer who has debit balance or margin loan, or as per intention of the client of stock broker or merchant banker or portfolio manager, shall pay off such cash dividend to the **Consolidated Customers' Bank Account (CCBA)** of the stock broker or the separate Bank Account of the Merchant Banker or the Portfolio Manager through **BEFTN**;

Provided that upon receiving the cash dividend, the stock broker or merchant banker or portfolio manager shall immediately account for such dividend in the individual client's portfolio account;

Provided further that the stock broker or merchant banker or portfolio manager shall provide detailed information (e.g., BO Account number, code number, Bank account number, intention, etc. of the client or customer including CCBA of stock broker or

separate bank account of merchant banker or portfolio manager) to the Bay Leasing & Investment Limited for such claim.

- (iv) The Bay Leasing & Investment Limited, in case of non-availability of bank account information or not possible to distribute cash dividend through **BEFTN** or any electronic payment system, shall issue cash dividend warrant/cheque and shall send it by post to the shareholder or unit holder;
- (v) The Bay Leasing & Investment Limited shall pay off cash dividend to non-resident sponsor, director, shareholder, unit holder or foreign portfolio investors (FPI) through the security custodian in compliance with the rules or regulations in this regard;
- (vi) The Bay Leasing & Investment Limited immediately after disbursement of the cash dividend and issuance of certificate of tax deducted at source, if applicable, shall intimate to the shareholder or unit holder through a short message service (SMS) to the mobile number or email address as provided in the BO account or as provided by the shareholder or unit holder;
- (vii) The Bay Leasing & Investment Limited shall maintain detailed information of unpaid or unclaimed dividend and rationale thereof; as per BO account number-wise or name-wise or folio number-wise of the shareholder or unit holder; and shall also disclose the summary of aforesaid information in the annual report and shall also report in the statements of financial position (Quarterly/Annually) as a separate line item **‘Unclaimed Dividend Account’**;

Provided that the Bay Leasing & Investment Limited shall publish the year-wise summary of its unpaid or unclaimed dividend in the websites;

Provided further that any unpaid or unclaimed cash dividend including accrued interest (after adjustment of Bank Charge, if any) thereon, if remains, shall be transferred to a separate bank account of the Bay Leasing & Investment Limited as maintained for this purpose, within 2 (two) yeas from the date of declaration or approval or record date, as the case may be.

D. Stock Dividend or Bonus Share Distribution Policy

The Bay Leasing & Investment Limited, shall credit stock dividend directly to the BO account or issued the bonus share certificate of the entitled shareholder, as applicable, within **30 (Thirty) days** of declaration or approval or record date, as the case may be, subject to clearance of the exchange(s) and the **Central Depository Bangladesh Limited (CDBL)**;

E. Issuance of Stock Dividend or Bonus Share process

The Bay Leasing & Investment Limited, the CDBL and the Exchange(s) shall follow the provisions of প্রবিধান ৪৬ of the ডিপোজিটরি (ব্যাবহারিক) প্রবিধানমালা, ২০০৩ for issuance of bonus Shares;

Provided that the Bay Leasing & Investment Limited shall maintain a suspense BO account for undistributed or unclaimed stock dividend or bonus shares and shall also follow the under mentioned procedures for ensuring the rightful ownership:

- (i) The Bay Leasing & Investment Limited shall send at least **3 (Three) reminders** to the entitled shareholder;
- (ii) The Suspense BO Account shall be held under Block Module and such undistributed or unclaimed stock dividend or bonus shares shall not be transferred in any manner except for the purpose of allotting the bonus shares as and when the allottee approaches to the Bay Leasing & Investment Limited;

Provided that any corporate benefit in terms of shares accrued on such undistributed or unclaimed stock dividend or bonus share shall be credited to the Suspense BO Account.

- (iii) The Bay Leasing & Investment Limited shall, upon receiving application from the allottee and after proper verification of identity and his entitlement, credit the bonus shares lying with the Suspense BO Account to the BO Account of the allottee, or issue bonus shares to the allottee, as applicable, within **15 (Fifteen) days** of receiving application with an intimation to the commission and the Exchange(s);
- (iv) Any voting rights on such undistributed or unclaimed stock dividend or Bonus shares shall remain suspended till the rightful ownership claim of the shareholder is established.

F. Compliance Report regarding Dividend Distribution

The Bay Leasing & Investment Limited shall submit a compliance report to the Commission and the Exchange(s) in a specific format at **Annexure-A** [sample given by the BSEC] in respect of the Clause (B), (C), (D) and (E) above, within **7 (Seven) working days** of completion of dividend distribution;

Provided that the Bay Leasing & Investment Limited shall publish the compliance report in its website.

G. Forfeiture of unclaimed cash dividend or stock dividend

The Bay Leasing & Investment Limited shall not forfeit any unclaimed cash dividend or stock dividend till the claim becomes barred by the law of the land in force.

H. Transferred to the Fund of the Commission for unpaid or unclaimed or unsettled cash dividend

If any cash dividend remains unpaid or unclaimed or unsettled including accrued interest (after adjustment of bank charge, if any) thereon for a period of 3 (Three) years from the date of declaration or approval or record date, as the case may be, shall be transferred by the Bay Leasing & Investment Limited to the fund as directed or prescribed by the commission;

Provided that the Bay Leasing & Investment Limited shall provide detailed information to the manager of the fund during transfer of cash dividend as directed or prescribed by the Commission;

Provided further that if any shareholder or unit holder claims his cash dividend after transfer of such dividend to the Fund, within 15 (Fifteen) days of receiving such claim, the Bay Leasing & Investment Limited shall, after proper verification of the claim, recommend to the manager of the fund to pay off such dividend to the claimant in accordance with the provisions and procedures as directed or prescribed by the commission.

I. Transferred to the Fund of the Commission for unclaimed or unsettled stock dividend or bonus shares

If any stock dividend or bonus shares remain unclaimed or unsettled including corporate benefits in terms of bonus shares thereon for a period of **3 (Three) years** from the date of declaration or approval or record date, as the case may be, shall be transferred in dematerialized form to the BO Account of the fund as mentioned at **Clause No. H;**

Provided that the Bay Leasing & Investment Limited shall provide detailed information to the manager of the fund during transfer of stock dividend or bonus shares as directed or prescribed by the Commission;

Provided further that if any shareholder claims his stock dividend or bonus shares after transfer of such dividend or bonus share to the BO Account of the Fund, within 15 (Fifteen)

days of receiving such claim, the Bay Leasing & Investment Limited shall, after proper verification of the claim, recommend to the manager of the fund to pay off such dividend or bonus share

to the claimant's BO Account in accordance with the provisions and procedures as directed or prescribed by the commission.

J. Maintaining Detail Information of the shareholder or unit holder for the purpose of proper distribution of cash dividend or stock dividend

The Bay Leasing & Investment Limited, by itself or by appointing an Agent, shall maintain detailed information of BO Account, Bank Account, Mobile Phone Number, E-mail address and address of the shareholder or unit holder for the purpose of proper distribution of cash dividend or stock dividend;

Provided that the Bay Leasing & Investment Limited or its agent or the CDBL or its DP shall keep confidentiality of information.

Provided further that the Bay Leasing & Investment Limited shall collect such detailed updated information from the CDBL or its DP from time to time when needed for the purpose of proper distribution of cash dividend or stock dividend and other compliances. In case of holding paper shares, the Bay Leasing & Investment Limited shall update the information **at least once a year**.

K. Binding clause

In the event of any confusion or difference of opinion on any matter whatsoever, the Bay Leasing & Investment Limited shall be bound to follow the decision of the Commission and shall consider the decision of the commission is final on all concerned.

Annexure-A

Dividend Distribution Compliance Report			
Under Clause (6) of the Directive No. BSEC/CMRRCD/2021-386/03 dated 14/01/2021			
1	Name of the Issuer/Securities		
2	Particulars of Issuer DP		
3	Type of Dividend (Annual/Interim) (Put Tick mark (a) on the recommended option)	a) Annual <input type="checkbox"/>	b) Interim <input type="checkbox"/>
4	Whether audited or not for Interim Dividend (Put Tick mark (a) on the recommended option)	a) Audited <input type="checkbox"/>	b) Unaudited <input type="checkbox"/>
5	Data of recommendation of dividend by the Board of Directors/Trustee: (Enclose copy of PSI)		
6	Whether Dividend recommended other than directors or sponsors or any other classes (Put Tick mark (a) on the recommended option)	a) Yes <input type="checkbox"/>	b) No <input type="checkbox"/>
7	Record Date entitlement		
8	Rate of Dividend recommended by the Board of Directors/Trustee		
9	Dividend Recommended - type (Put Tick mark (a) on the recommended option)	a) Cash <input type="checkbox"/>	b) Stock <input type="checkbox"/>
10	Securities traded under which categories (Put Tick mark (a) on the recommended option)	(a) A <input type="checkbox"/>	(b) B <input type="checkbox"/>
		(c) N <input type="checkbox"/>	(d) Z <input type="checkbox"/>
11	Date of Transfer to separate bank account (Pls. mention bank details) or provisional credit of shares/units by CDBL		
12	Date of approval of Dividend at AGM		
13	Rate of Dividend approved at AGM – details at Annexure, (if any change)		
14	Date of commencement of disbursement of Cash and Stock Dividend		
15	Mode of disbursement of cash dividend (Put Tick mark (a) on the recommended option)	(a) BEFTN <input type="checkbox"/>	
		(b) Bank Transfer <input type="checkbox"/>	
		(c) MFS <input type="checkbox"/>	
		(d) Dividend Warrant <input type="checkbox"/>	
		(e) Any other mode <input type="checkbox"/>	
16	Date of completion of disbursement of cash Dividend and stock Dividend [Enclose Bank statements and Corporate Action Processing Report (DP 70)]		
17	Paid-up-capital of the issuer-before corporate action/entitlement	TK. _____	
18	Numbers of securities/shares outstanding – before corporate action/entitlement:		
19	Total cash in Taka or stock (nos. shares) dividend as per corporate declaration		

20	Distribution/Disbursement details of cash & Stock Dividend:	Cash (Tk)	Stock (Nos.)	Annexures
	A. Mode of Dividend payment/credit for the concern year:			
	a) through BEFTN or directly credited to respective BO			
	b) through Bank Transfer other than entitled BO-Margin Loan			
	c) through Bank Transfer			
	d) through Mobile Financial Service (MFS)			
	e) through any other mode as approved by Bangladesh Bank			
	f) through transfer to suspense Account for dematerialized Shares (BO wise detailed with reason should be maintained and submitted)			
	g) through issuance of Dividend Warrant or issue of shares to Suspense Account for non-dematerialized securities			
21	Total Dividend paid/credited for the concern year			
22	Total unpaid/undistributed Dividend/accrued during the period (20-21)			
23	Total unpaid/undistributed Dividend/accrued as on 1 st day of Accounting year (as per Audited Accounts)			
24	Transfer to suspense Account for Demate Shares or any other reasons during the concern year			
	A. Mode of Dividend Receipts/payment/credit for the previous years:			
	a) through BEFTN or directly credited to respective BO			
	b) through Bank Transfer			
	c) through Mobile Financial Service (MFS)			
	d) through any other mode as approved by Bangladesh Bank			
	e) through transfer to/from Suspense Account for Demate Shares or any other reasons			
	f) through issuance of Dividend Warrant or issue of shares to Suspense Account for non-dematerialized securities/shares/units			
	g) transfer of cash or stock to the Fund as prescribed or directed by Commission after 3 years or forfeit of share to Suspense Account for non-dematerialized securities			
25	Total Dividend paid/credited for previous years:			
26	Total unpaid/undistributed Dividend for previous years (23+24+25) Taka/Nos.			

27	Grand Total of unpaid/undistributed Dividend (22 + 26)			
28	Aging of Grand Total of unpaid/undistributed Dividend for previous years			
	More than 3 years; Balance			
	More than 4 years; Balance			
	More than 5 years & above; Balance			
	Total of unpaid/undistributed Dividend for previous years			
	(Supporting bank statements and balances of securities with the Depository)			
Note: Issuer shall Maintain BO wise detailed information for all transfers/credit to suspended Accounts				
With reasons and submit along with bank statements and other supporting documents. The issuer shall fill up all the applicable fields.				