

No. SEC/Enforcement/139/2001/557

October 9, 2005

Directive

Whereas, as per section 2(g) of the Securities and Exchange Ordinance 1969, (XVII of 1969), 'M/s Metalex Corporation limited' is an issuer of securities (hereinafter called the "issuer");

Whereas, condition (a) imposed upon the issuer vide the Commission's Notification issued under the section 2CC of the Securities and Exchange Ordinance, 1969 bearing No. No.SEC/SRMI/2000-953/1950 dated 24th October 2000, gazetted on 7 November 2000 reads as follows, Namely:

"(a) The issuer Companies shall hold their annual general meetings in each year of the Gregorian calendar";

Whereas, it is revealed from the record available with the Commission that the above said issuer has failed to comply with the above mentioned condition by not holding annual general meeting(s) in the year 1995 thru 2004;

Whereas, it further revealed from record that petition for condonation of delay for holding AGM(s) for the year(s) from 1995 to 1998 have been filed by the member(s) of the issuer under section 81(2) of the Companies Act, 1994);

Whereas, it is also revealed from our record that the issuer has not convened or declared any schedule for holding the AGM(s) which were due in the year(s) 1998 for which no condonation petition(s) have been filed by any member of the issuer;

Whereas, opinion given by the Ministry of Law, Justice and parliamentary Affairs along with its clarification received through the Ministry of Finance Division, Ministry of Finance, vide letters No.Ag/Awe/e`stKs/bwZ/kvLv-5/tKv`uvbx AvBb-1994/235 dated 06/12/2004 Bs and No. Ag/Awe/e`stKs/bwZ/kvLv-5/tKv`uvbx AvBb-1994/2004/155 dated 06/08/2005 that a willing issuer may hold its defaulted AGM without obtaining condonation from the Hon'ble High Court, in case no condonation petition has been filed by any member for the purpose, since it mandatory for the company under the said Act (copies attached);

Whereas, it is also revealed from the above clarification that the willing issuer company may hold its defaulted AGM for which no condonation petition has been filed by any member, even though condonation petition filed with the Hon'ble High Court for earlier AGM(s) are pending;

Whereas, the above failure of the issuer in holding its AGM(s) is detrimental to the investors who have invested in the securities issued by the said issuer pursuant to the requirements of the above said Ordinance, and also affects development of the capital market at large;

Whereas, protection of investors in securities as well as development of the capital market and the securities market are, among others, the objectives of the Commission for which the Securities and Exchange Commission has been set up under the Securities and Exchange Commission Act, 1993 (Act No. XV of 1993); and

Whereas, in view of all above, the Commission deems it to expedient that, in the interest of the investors in securities and the capital market as well, a directive to the above said issuer should be given for holding its annual general meeting(s) defaulted in the year(s) 2003 and 2004.

Now, therefore, the Securities and Exchange Commission, in exercise of its power conferred in it by section 20A of the Securities and Exchange Ordinance, 1969 (XVII of 1969)' hereby directs M/s Metalex Corporation Limited to hold its annual general meeting(s) which has been defaulted in the year(s) 2003 and 2004 by 31/12/2005.

By order of the Securities and Exchange Commission

Mansur Alam
Executive Director

Distribution:

M/s Metalex Corporation Limited
Directors, Metalex Corporation Limited
Managing Director, Metalex Corporation Limited
Company Secretary, Metalex Corporation Limited

Copy for information:

Registrar, Registrar of Joint Stock Companies and Farms
Chief Executive Officer, Dhaka Stock Exchange Limited
Chief Executive Officer, Chittagong Stock Exchange Limited
Executive Director (R&D), SEC
Executive Director (CFD), SEC
Director (MIS), SEC