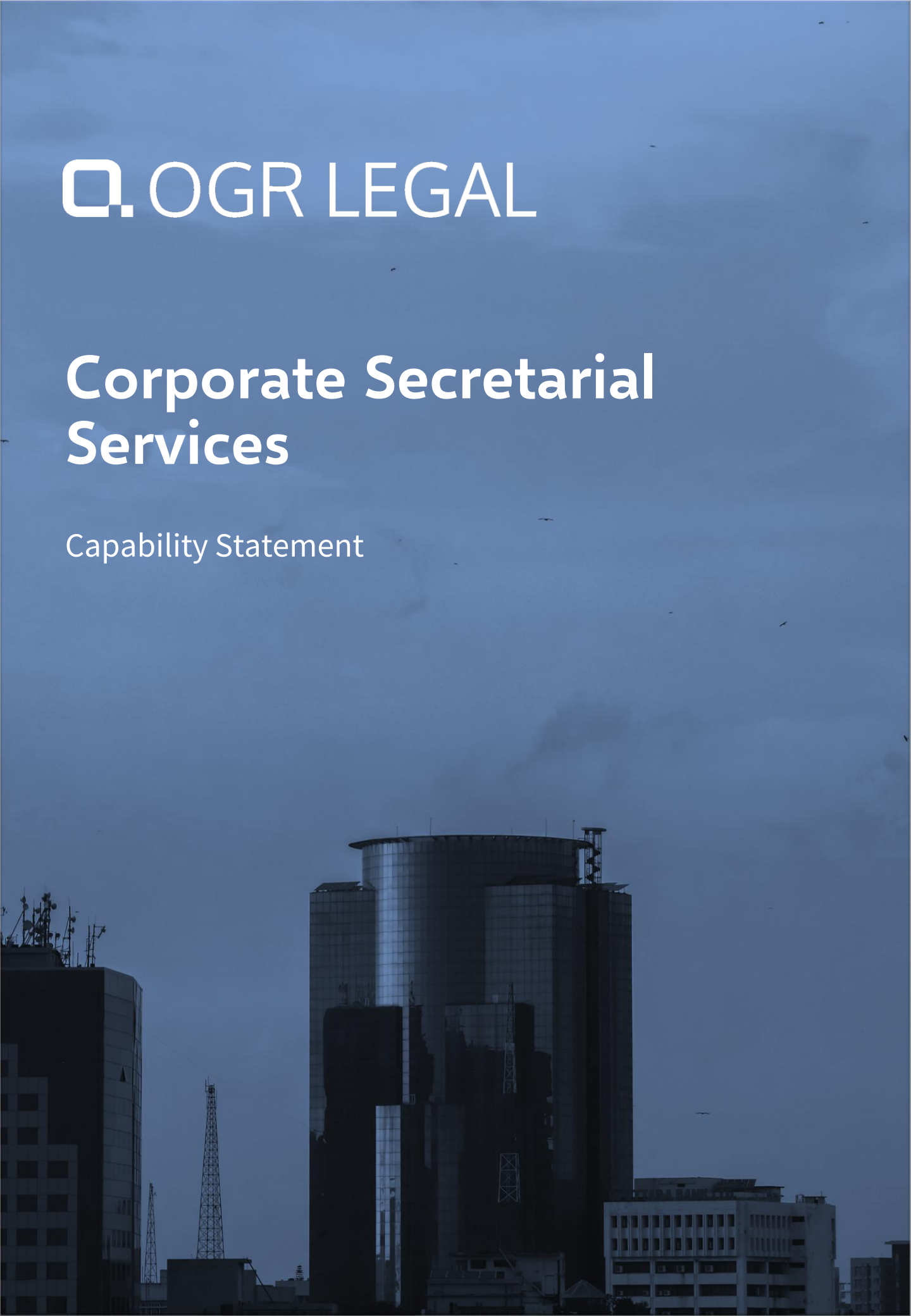




OGR LEGAL

Corporate Secretarial Services

Capability Statement

About Us

OGR Legal is a leading full-service law and tax firm in Bangladesh, dedicated to providing strategic, commercially-focused solutions. From our two offices in Dhaka and one in Chattogram, we leverage deep local insights and international standards to guide clients.

Our history is built on delivering innovative and practical advice to a diverse clientele, including prominent local conglomerates and multinational corporations, helping them navigate the complexities of the Bangladeshi market with confidence.



Why OGR Legal

PROACTIVE COMPLIANCE MANAGEMENT

We move beyond simple filings, offering a proactive and preventative approach to corporate governance. Our team anticipates regulatory changes, ensuring you remain compliant and insulated from penalties or reputational risk.

DEEP REGULATORY ACUMEN

We maintain strong, professional relationships with key regulators, including the Registrar of Joint Stock Companies and Firms (RJSC), BIDA, and Bangladesh Bank, facilitating efficient resolutions for routine and complex matters.

INTEGRATED LEGAL & TAX INSIGHT

Unlike standard secretarial providers, our advice is backed by one of Bangladesh's premier law and tax practices. This allows us to handle complex governance issues that intersect with employment, tax, and foreign exchange regulations.

CLIENT-CENTRIC SERVICE

You receive dedicated support led by senior practitioners. We prioritize commercial practicality, delivering clear, actionable advice that aligns with your business objectives, not just regulatory checklists.



Our Corporate Secretarial Capabilities

COMPANY FORMATION & MARKET ENTRY

- **Entity Selection & Structuring:** Advising on the optimal legal entity (Limited Company, Branch Office, Liaison Office) based on your commercial goals.
- **Name Clearance & Incorporation:** Managing the entire registration process with the RJSC, including securing name clearance.
- **Post-Incorporation Registrations:** Obtaining all necessary operational licenses, including Trade License, Tax Identification Number (TIN), Business Identification Number (BIN).

ANNUAL COMPLIANCE & MAINTENANCE

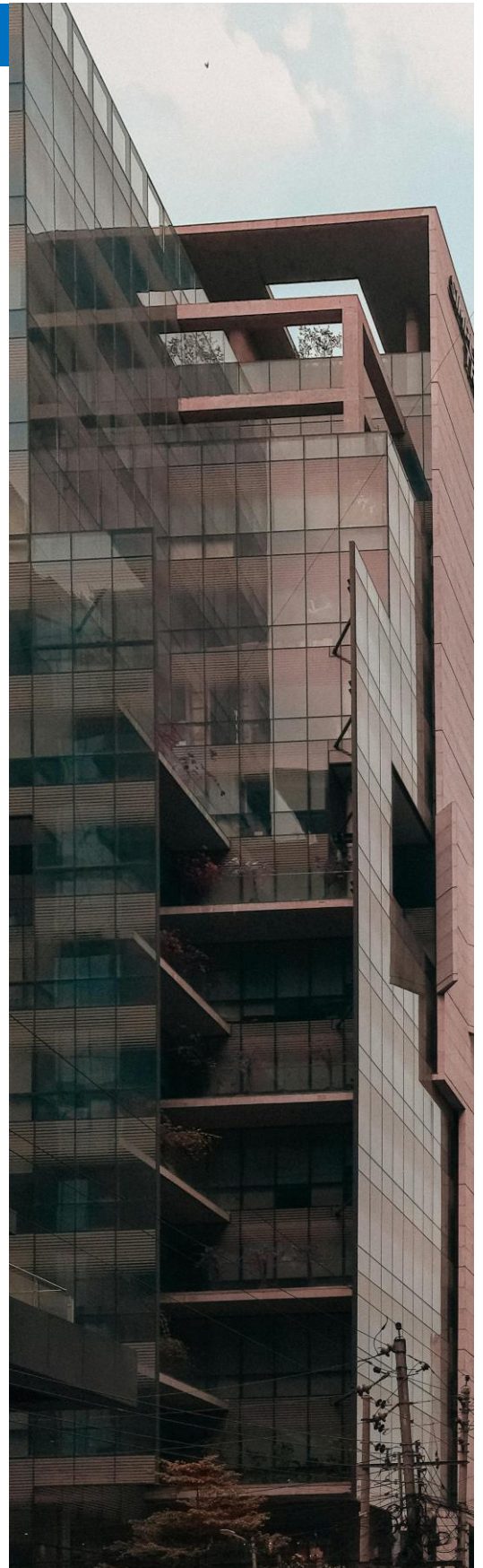
- **Statutory Filings:** Preparing and submitting all annual returns, financial statements to the RJSC.
- **Meeting Management:** Managing the entire lifecycle of board and shareholder meetings, including drafting notices, preparing agendas, scripting minutes, and ensuring proper quorum and voting procedures for AGM and EGM.
- **Statutory Records Management:** Maintaining and updating all statutory registers.

EVENT-DRIVEN CORPORATE CHANGES

- **Directorship & Officer Changes:** Managing the complete process for appointments, resignations, or removals of directors, including all requisite filings.
- **Capital & Share Management:** Handling share allotments, transfers, and transmissions; managing changes to share capital structure (increase, reduction, or consolidation); and ensuring compliance with foreign investment regulations.
- **Constitutional Amendments:** Advising on and drafting documentation to amend the company's Memorandum and Articles.
- **Registered Office & Business Changes:** Effecting changes to the company's registered office address or official business objects.
- **Charge Management:** Assisting with the creation, modification, or satisfaction of charges and registering them with the RJSC.

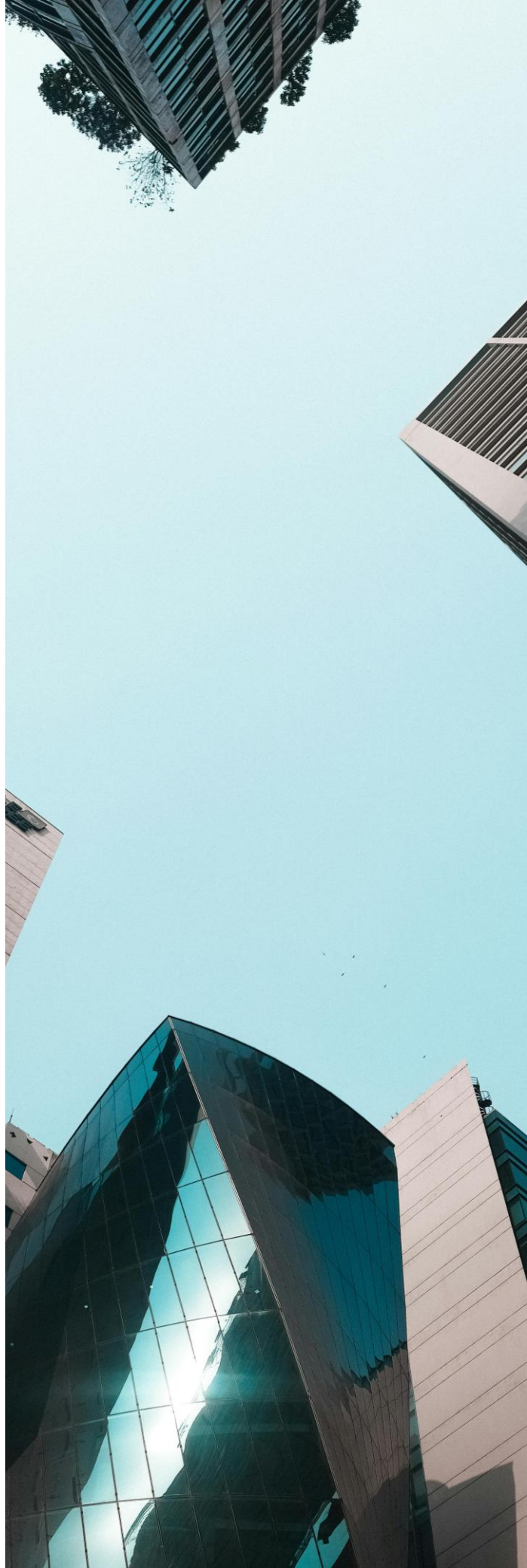
STRATEGIC GOVERNANCE & ADVISORY

- **Compliance Audits:** Conducting comprehensive "health checks" of your corporate records to identify, assess, and rectify any historical compliance gaps before they become regulatory issues.
- **Complex Restructuring:** Providing strategic secretarial support for complex transactions, including mergers, demergers, and amalgamations.
- **Wind-Up & Dissolution:** Managing the orderly and compliant winding-up and liquidation process for solvent entities.



Some of our recent key engagements

- Acted as the designated corporate secretary for a global leader in agricultural goods processing, managing all its routine and complex compliance matters in Bangladesh.
- Provide ongoing corporate secretarial and governance services to a major Chinese multinational electronics and appliance manufacturer for its Bangladeshi operations.
- Advise a leading Swedish multinational telecommunications company on its comprehensive corporate secretarial requirements and compliance framework.
- Assisted a 'Big Four' professional services firm by providing specialized corporate secretarial services for one of its key multinational clients operating in Bangladesh.
- Represented a prominent global healthcare technology company in managing its statutory compliance and corporate governance obligations.
- Manage the complete corporate secretarial portfolio for a global professional services group, ensuring its compliance across legal and financial spheres in Bangladesh.



Key People



Ariful Hasan

Ariful is a licensed tax specialist (ITP) with over 15 years of experience. His practice focuses on tax advisory, planning, and compliance for foreign and domestic clients. He provides solution-driven advice on tax structuring for cross-border investments and market entry strategies, with deep experience in the manufacturing, TMT, and energy sectors

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Osman Goni

Osman is an Advocate of the Supreme Court with over a decade of experience in corporate law, M&A, and project finance. He has a strong track record guiding foreign and domestic clients on complex investment structuring, company incorporation, regulatory compliance, and dispute resolution, particularly in the energy and infrastructure sectors.

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Sazzad Hossain

Sazzad brings over 8 years of experience, focusing on dispute resolution, corporate advisory, and employment law. He assists local and international clients with contract drafting, regulatory compliance, and commercial litigation, with particular experience supporting clients in the manufacturing, infrastructure, and consumer goods sectors.

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Key People



Faizul Islam Khan

Faizul is a UK-qualified Barrister (Lincoln's Inn) and an Advocate in Bangladesh. His practice focuses on corporate advisory, dispute resolution, and regulatory compliance. He regularly assists multinational clients with company incorporation, business licensing, and employment matters, representing them before various regulatory authorities and the courts.

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H A S Morshed

Morshed brings a unique blend of legal and operational expertise, drawing on his prior senior leadership experience in the fintech and RMG sectors. He specializes in employment issues, labour compliance, and corporate advisory, providing practical, commercially-focused solutions to manufacturers and technology clients on HR policies, labour audits, and regulatory challenges.

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Obaidullah Bhuiyan

Obaidullah is a corporate finance and tax specialist with over 15 years of experience. He holds an FCGA designation and leverages his background at multinational firms to advise on FDI, market entry, tax planning, and strategic financial management. He provides specialized support in business formation, accounting automation (QuickBooks/Xero certified), and outsourced CFO services for global investors and local SMEs.

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