



RAK Ceramics (Bangladesh) Limited

RAK Tower (7th, 8th & 9th Floor), Plot # 1/A, Jasimuddin Avenue,
Sector # 3, Uttara Model Town, Dhaka-1230

REVISED NOTICE OF THE EXTRAORDINARY GENERAL MEETING

Further to our earlier notice issued on March 02, 2015, this revised notice is hereby given that an Extraordinary General Meeting of the members of RAK Ceramics (Bangladesh) Limited will be held on Monday, April 20, 2015 at 10.00 am at International Convention City, Bashundhara (Pushpoguscho), Joarshahara, Purbachal Link Road, Khilkhet, Dhaka-1229, Bangladesh to transact the following businesses and, if deem fit, to adopt the following resolutions as special resolutions as proposed by the Board of Directors:

AGENDA:

- 1) To consider amendment/alteration of Article-90 of the Article of Association of the Company regarding the Board meeting attendance fee of the directors.

Proposed special resolution:

“**RESOLVED** that the Article-90 of the Articles of Association of RAK Ceramics (Bangladesh) Limited regarding the Board meeting attendance fee of the Directors shall be amended as proposed below:

Article No.	Existing Provision	Proposed
90	The Directors shall be entitled to a fee of Tk. 500/- (Taka Five hundred) only each for each meeting of the Board of Directors and/or Committee of Directors attended by them.	Each Director shall be entitled to a fee for each meeting of the Board of Directors and/or any Committee of Directors attended as may be determined by the Board of Directors from time to time.

- 2) To consider addition of a new Article, Article-106A after the Article-106 of the Article of Association of the Company for holding the meeting of the Board of Directors and/or committee of Directors by using modern communication means such as telephonic conference calls or video conferencing.

Proposed Special Resolution:

“**Article-106A:** The meetings of the Board of Directors and/or any Committee of Directors of the Company could be held by using modern communication means such as telephonic conference calls or video conferencing subject to the following conditions:

- The director(s) shall attend personally at least 4(four) meetings of the Board in every year;
- The director(s) who shall attend the meetings of the Board of Directors and/or any Committee of Directors by using modern communication means such as telephonic conference calls or video conferencing shall not be considered for quorum of the meeting;
- The decisions of the meetings of the Board of Directors and/or any Committee of Directors held by using modern communication means shall be ratified in a meeting of the Board of Directors where the directors are personally present;
- The procedure for attending and participating in a meeting of the Board of Directors by using modern communication means shall be decided by the Board of Directors.
- All information/ documents/ notices including notice of the meeting may be sent to the directors before the meeting in hard copies or by secure email (i.e. email sent by the Company) to the director's email address notified to the Company;
- The video footage and /or the telephonic conversations of a meeting of the Board of Directors where modern communication means are used shall be recorded and saved.”

All members are requested to attend the meeting on the date, time and place as mentioned above.

By order of the Board of Directors

Sd/-

(Muhammad Shahidul Islam FCS)
Company Secretary

Place: Dhaka
Date: March 29, 2015

Notes:

- The Members whose name appeared in the Share Register of the Company or in the Depository Register on the 'Record Date' (i.e. February 17, 2015) will be entitled to attend and vote in the meeting.
- A member entitled to attend and vote at the Extraordinary General Meeting may appoint a proxy to attend and vote in his/her behalf (such proxy shall be a shareholder of the Company). The Proxy Form, duly filled and stamped, must be deposited at the Registered Office of the Company not later than 48 hours before the time fixed for the meeting.
- Admission to the meeting will be strictly on production of the attendance slip.
- In case of non-receipt of the Notice of the Company sent through courier, members may collect the same from the Registered Office of the Company within April 16, 2015.

Members may please note that no food or gift or benefit in cash or kind shall be given at the Extraordinary General Meeting