

RAK CERAMICS RAK CERAMICS (BANGLADESH) LIMITED

RAK Tower (7th, 8th & 9th floor) 1/A Jasimuddin Avenue Sector-3, Uttara Model Town Dhaka-1230, Bangladesh.

NOTICE OF THE 25TH ANNUAL GENERAL MEETING

Notice is hereby given that the 25th Annual General Meeting (AGM) of RAK Ceramics (Bangladesh) Limited will be held on Tuesday, March 19, 2024 at 11:00 am (Bangladesh Time) at Bangabandhu International Conference Centre, Agargaon, Sher-E-Bangla Nagar, Dhaka-1207, Bangladesh. Pursuant to the Bangladesh Securities and Exchange Commission's Directives No. BSEC/CMRRCD/2009-193/08 dated March 10, 2021 and further BSEC Directives No. BSEC/ICAD/SRIC/2024/318/09 dated January 16, 2024; the ensuing 25th AGM of the Company will be conducted through Hybrid System in combination of physical presence of shareholders at the venue of AGM and presence or connection of shareholders by using digital platform or online platform through the following link <https://agmbd.live/RAKCERAMICS2024> to transact the following businesses:

AGENDA

1. To receive, consider and adopt the Audited Financial Statements of the Company for the year ended 31 December 2023, together with the reports of the Auditor and the Directors.
2. To declare dividend for the year ended 31 December 2023.
3. To elect/re-elect Director(s) of the Company.
4. To appoint the Statutory Auditors of the Company for the year 2024 and fix their remuneration.
5. To appoint the Compliance Auditors of the Company for the year 2024 for compliance certification on corporate governance and fix their remuneration.
6. To approve of entering into contract for sale or purchase of goods and materials with Mohammed Trading amounting to 10% (ten percent) or above of the revenue for the immediate preceding financial year.



Dhaka, Bangladesh
Date: February 25, 2024

QR code for Digital platform of AGM

By order of the Board of Directors
Sd/-
(Muhammad Shahidul Islam FCS)
Company Secretary

Notes:

1. The shareholders whose name appeared in the Share/Depository Register as on the 'Record Date' (i.e. February 19, 2024), are eligible to participate in the 25th AGM and receive the dividend.
2. The Board unanimously recommended dividend @ 10% in cash of the paid up capital of the Company for the year 2023.
3. M/s A. Qasem & Co., Chartered Accountants (an independent member of ECOVIS), were the statutory auditors of the Company for previous three consecutive years including the year 2023 and shall retire at the 25th AGM and are not eligible for re-appointment, as per the Bangladesh Securities and Exchange Commission notification dated 20 June 2018. The Company invited and received proposals from shareholders for appointment of auditors of the Company for the year 2024. The Audit Committee of the Board scrutinized the proposals and recommended to appoint M/s ACNABIN, Chartered Accountants (an independent member of BAKER TILLY INTERNATIONAL) as the statutory auditors of the Company for the year 2024.
4. In order to comply with the BSEC notification No. BSEC/CMRRCD/2009-193/10/ Admin/118 dated March 22, 2021; the Board of Directors has recommended to enter into contract for sale or purchase of goods and materials with Mohammed Trading [Owner is Managing Director of RAK Ceramics (Bangladesh) Limited] amounting to 10% (ten percent) or above of the revenue for the immediate preceding financial year subject to approval of the shareholders.
5. In order to comply with the BSEC Directives No. BSEC/CMRRCD/2009-193/08 dated March 10, 2021 and further BSEC Directives No. BSEC/ICAD/SRIC/2024/318/09 dated January 16, 2024; the ensuing 25th AGM of the Company will be conducted through Hybrid System in combination of Physical presence of shareholders at the venue of AGM and presence or connection of shareholders by using digital platform or online platform.
6. A shareholder entitled to attend and vote at the AGM may appoint a proxy to attend and vote in his/her behalf (such a proxy shall be a shareholder of the Company). The Proxy Form, duly filled, signed and stamped of BDT 20 must be sent through email to the Company at shareddepartment.bgd@rakceramics.com not later than 48 hours before the time fixed for the meeting.
7. Shareholders are requested to submit through mail to the Company at shareddepartment.bgd@rakceramics.com on or before March 12, 2024, their written option to receive dividend in the form available in Company's website www.rakceramics.com/bangladesh. If the shareholder fails to submit such option within the stipulated time, the dividend will be paid off as deemed appropriate by the Company.
8. The concern stock broker, merchant banker and portfolio manager are requested to submit through mail to the Company at shareddepartment.bgd@rakceramics.com on or before March 12, 2024; the statement along with detail of their margin client or customer who has debit balance or margin loan, who are entitled to receive cash dividend of the Company for the year ended December 31, 2023. The statement should include shareholder's name, BO ID number, client-wise shareholding position, gross dividend receivable, applicable tax rate, net dividend receivable etc. along with the Consolidated Customers' Bank Account number, routing number and contact person.
9. The shareholders will be able to submit their questions/comments and vote electronically 24 hours before commencement of the AGM and during the AGM. For logging in to the system, the shareholders need to put their 16 digit Beneficial Owner (BO) ID number and other credential as proof of their identity by visiting the link <https://agmbd.live/RAKCERAMICS2024>
10. Shareholders may attend the AGM and cast his/her vote physically has to submit his/her duly filed and signed registration form to the registration counter at the AGM venue prior to the meeting start time of 11:00 am (Bangladesh Time) on 19 March 2024.
11. Shareholders are requested to log in to the system prior to the meeting start time of 11:00 am (Bangladesh Time) on 19 March 2024. The webcast will start at 10.45 am on March 19, 2024. Please contact +8801730058055 and +8801730055355 for any technical difficulties in accessing the virtual meeting.
12. Detail log in process has been sent through email to respective shareholder's mail ID available in their BO Account maintained with the Depository. The detailed procedures to participate in the virtual meeting along with link are also available in the Company's website www.rakceramics.com/bangladesh
13. As per Bangladesh Securities and Exchange Commission's Notification No. BSEC/CMRRCD/2006-158/208/Admin/81 dated 20 June 2018; soft copy of Annual Report of the Company along with Attendance Slip, Proxy Form and the notice will be forwarded to all the shareholders of their respective email address available with us. These will also be available on the Company's website at www.rakceramics.com/bangladesh. The shareholders may also collect the annual report of the Company from the Company's Share Department at Registered Office in person.
14. In compliance with the BSEC circular No. SEC/CMRRCD/2009-193/154 dated 24 October 2013 "no benefit in cash or kind, other than in the form of cash dividend or stock dividend, shall be paid to the shareholders" at the 25th AGM of the Company.