

NOTICE OF THE 26th ANNUAL GENERAL MEETING

Notice is hereby given that the 26th Annual General Meeting (AGM) of RAK Ceramics (Bangladesh) Limited will be held on Saturday, March 22, 2025 at 11:00 am (Bangladesh Time). Pursuant to the Bangladesh Securities and Exchange Commission's Directives No. BSEC/CMRRCD/2009-193/08 dated March 10, 2021 and further BSEC Letter No. BSEC/ICAD/SRIC/2024/318/87 dated March 27, 2024; the AGM will be held virtually by using digital platform through the following link <https://agmbd.live/RAKCERAMICS2025> 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 2024, together with the reports of the Auditor and the Directors.
2. To declare dividend for the year ended 31 December 2024.
3. To elect/re-elect Director(s) of the Company.
4. To appoint/re-appoint Independent Director of the Company.
5. To re-appoint the Managing Director of the Company.
6. To appoint the Statutory Auditors of the Company for the year 2025 and fix their remuneration.
7. To appoint the Compliance Auditors of the Company for the year 2025 for compliance certification on corporate governance and fix their remuneration.
8. 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.
9. To consider issuance of corporate guarantee covering credit facilities of RAK Power Pvt. Ltd. from Al-Arafah Islami Bank PLC for an amount of BDT 393 mn for financing to purchase of two 4.3 MW gensets.



QR code for Digital platform of AGM

By order of the Board of Directors

Sd/-

(Muhammad Shahidul Islam FCS)

Company Secretary

Dhaka, Bangladesh

Date: February 27, 2025

Notes:

1. The shareholders whose name appeared in the Share/Depository Register as on the 'Record Date' (i.e. February 17, 2025), are eligible to participate in the 26th 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 2024.
3. Mr. Abdallah Massaad will retire by rotation in the 26th AGM and being eligible, offer himself for re-election as director of the Company.
4. The Company has obtained consent from the BSEC for appointment of Mr. Md. Obayed Ullah Al Masud as an Independent Director of the Company. As per recommendation of the Nomination and Remuneration Committee, the Board proposed to re-appoint of Mr. Mohd. Shafiu Azam as an Independent Director for a further 01 (one) more tenure (i.e. 03 years).
5. The Board proposed to re-appointment of Mr. SAK Ekramuzzaman as the Managing Director of the Company for a further period of 3 (three) years.
6. 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.
7. The Board of Directors of the Company proposed to issue a corporate guarantee in favor of Al-Arafah Islami Bank PLC on behalf of its subsidiary, RAK Power Pvt. Ltd., for a credit facility of BDT 393 million financing to purchase of two 4.3 MW gensets.
8. 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 100/- must be sent through email to the Company at sharedepartment.bgd@rakceramics.com not later than 48 hours before the time fixed for the meeting.
9. 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.
10. Shareholders are requested to submit through mail to the Company at sharedepartment.bgd@rakceramics.com on or before March 12, 2025, 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.
11. The concern stock broker, merchant banker and portfolio manager are requested to submit through mail to the Company at sharedepartment.bgd@rakceramics.com on or before March 12, 2025; the statement (Excel format) 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, 2024. 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.
12. 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/RAKCERAMICS2025>.
13. Shareholders are requested to log in to the system prior to the meeting start time of 11:00 am (Bangladesh Time) on 22 March 2025. The webcast will start at 10:45 am on March 22, 2025. Please contact +8801730058055 and +8801730055355 for any technical difficulties in accessing the virtual meeting.
14. 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