



Notice of the 25th Annual General Meeting and Special Business to be Transacted

Notice is hereby given that the 25th Annual General Meeting (AGM) of Anwar Galvanizing Limited will be held on Tuesday dated January 28, 2020 at 10:30 a.m. at the BCIC Auditorium, 30-31, Dilkusha C/A, Dhaka-1000 to transact the following business:

A) Ordinary Business:

1. To receive, consider and adopt the Financial Statements of the Company for the year ended June 30, 2019, together with the Auditors' Report and Directors' Reports thereon.
2. To declare Dividend for the year ended June 30, 2019.
3. To elect /re- elect Directors who will retire by rotation as per the provisions of the Articles of Association.
4. To appoint Statutory Auditors for the year 2019-2020 and to fix their remuneration.
5. To appoint Corporate Compliance Auditor for the year 2019-2020 and to fix their remuneration.

B) Special Business:

- 1) To consider the following proposed resolution, with or without modification, as Special Resolution relating to change the clause number-V of the Memorandum of Association of the Company for revising the authorize capital of Anwar Galvanizing Limited.

RESOLVED that, the proposal for increasing the authorize capital of Anwar Galvanizing Limited from BDT 20,00,00,000 (Taka Twenty crore) to BDT 50,00,00,000 (Fifty crore) only divided into 5,00,00,000 (Five crore) ordinary shares of BDT 10 (Ten) each, was approved.

ALSO RESOLVED that, the clause number-V of the Memorandum of Association of the Company be and is hereby amended and shall be substituted to read as follows:

“ V. The authorized Capital of Company is BDT 50,00,00,000 (Fifty crore) only divided into 5,00,00,000 (Five crore) ordinary shares of BDT 10 (Ten) each, with powers to increase or reduce the capital and to divide the shares in the capital for the time being into several classes and to attach thereto respectively such preferential, deferred, qualified or special rights, privileges or conditions as may be determined by or in accordance with the regulations of the company and to vary, modify or abrogate any such rights, privileges or conditions in such manner as may for the time being be provided by the regulations of the company and consolidate or sub-divide the share of higher or lower denominations.”

- 2) To consider the following proposed resolution, with or without modification, as Special Resolution relating to revise clause number-107 of the Articles of Association for revising Board Meeting Attendance Fees of each member of the Board of Anwar Galvanizing Limited.

RESOLVED that, the proposal for increasing the Board Meeting Attendance Fees of each member of the Board of Directors of Anwar Galvanizing Limited from BDT 500/- (Five Hundred) to BDT 10,000/- (Ten Thousand), was approved.

ALSO RESOLVED that, the clause number-107 of the Articles of Association of the Company be and is hereby amended and shall be substituted to read as follows:

“107. Remuneration of a Director shall not exceed BDT 10,000/- (Ten Thousand) per meeting of the member of Board of Directors attended by him excluding traveling expenses which shall be determined by the Board. The remuneration of a Director for performing extra services shall be subject to the approval of the company in General meeting (not Board of Directors) if payment for extra services is to be made in the form of commission fixed as a percentage of profit, it will be subject to prior approval of the Bangladesh Securities & Exchange commission.”

- 3) To consider the following proposed resolution, with or without modification, as Special Resolution relating to the related party transactions with Anwar Galvanizing Limited for the financial Year ended on June 30, 2019.

RESOLVED that, the related party transactions mentioned in the note number-27 of the audited financial statements of Anwar Galvanizing Limited for the year ended on June 30, 2019 was considered and approved in compliance with the provisions imposed by Bangladesh Securities & Exchange commission (BSEC).

By order of the Board,

Sd/-

Tauhidul Islam FCS
Company Secretary

Dated: Dhaka
January 6, 2020

Notes:

- i. Shareholders whose names appear on the Members / Depository Register on the Record Date i.e. December 05, 2020 shall be eligible to attend the 25th AGM of the Company and to receive the Dividend.
- ii. A Shareholder wishing to appoint a Proxy must deposit the Proxy Form, duly stamped, at the Company's Registered Office by 10:30 a.m of January 25, 2020.
- iii. Only Shareholders or their properly appointed proxies will be allowed to attend the meeting. No children will be allowed at the AGM.
- iv. Admission into the auditorium will be allowed strictly on submission of the Attendance Slip sent with the Annual Report.

বিঃ দ্রঃ বাংলাদেশ অিকর্পোরেশন এন্ড এক্সচেঞ্জ কমিশনের আক্টন নং- এমইসি/সি-এমআরআরসিডি/২০০৯-১৯৩/১৩৪ তারিখ অক্টোবর ২৪, ২০১৩ এর আনোকে আমন বার্ষিক মাধারন মজায় কোন প্রকার আপ্যায়ন বা ঙ্গদহারের ব্যবস্থা থাকবে না।

