

HEIDELBERGCEMENT BANGLADESH LTD.



Registered Office: Mouza: Tatki, P.O.- Jatramora, Union: Tarabow, P.S.- Rupgonj, Dist: Narayanganj
Corporate Office: Symphony (6th & 7th Floor), Plot No. SE(F) 9, Road No. 142, Gulshan Avenue (South), Dhaka-1212

Notice of 35th Annual General Meeting (AGM)

A physical and virtual meeting through Hybrid System

NOTICE is hereby given to all the members of HeidelbergCement Bangladesh Limited that the 35th Annual General Meeting (AGM) of the Company will be held at its registered address i.e. Mouza: Tatki, Post Office: Jatramora, Union: Tarabow, Police Station: Rupgonj, Dist: Narayanganj and also using a Digital Platform on Wednesday, 08 May 2024 at 10.30 A.M., to transact the following business:

AGENDA

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Accounts of the Company for the year ended 31 December 2023 together with the Reports of the Auditors and the Directors thereon.
2. To approve dividends as recommended by the Board of Directors.
3. To approve the appointment of Mr. Roberto Callieri as Director in place of Mr. Kevin Gerard Gluskie.
4. To approve the appointment of Mr. Md. Shahjahan Majumder FCA as an Independent Director.
5. To appoint Directors in place of Mr. Fong Wei Kurk, Ms. Sim Soek Peng, and Mr. Jashim Uddin Chowdhury, FCA who are retiring by rotation and being eligible have offered themselves up for re-appointment.
6. To appoint M/s. Hoda Vasi Chowdhury & Co., Chartered Accountants, as the Statutory Auditors of the Company and to hold office until the conclusion of the next Annual General Meeting and to authorize the Directors to fix their remuneration.
7. To appoint M/s. Hoque Bhattacharjee Das & Co., Chartered Accountants, as the Corporate Governance Compliance Auditors of the Company and to hold office until the conclusion of the next Annual General Meeting and to authorize the Directors to fix their remuneration.

SPECIAL BUSINESS:

8. To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to paragraph 1(b) of Notification No. BSEC/CMRRC/2009-193/10/Admin/118 dated 22 March 2021 of the Bangladesh Securities and Exchange Commission, approval is hereby granted to the Company to purchase raw materials namely clinker, slag, gypsum, and limestone from HM Trading Global (APAC) Pte. Ltd., a related party to the Company, amounting to more than 10% (ten percent) of the Company’s revenue for the immediate preceding financial year.”

9. To consider and, if thought fit, to pass the following resolution as a Special Resolution:

“RESOLVED THAT the registered name of the company be and is hereby changed to “Heidelberg Materials Bangladesh PLC” from “HeidelberCement Bangladesh Limited” and the necessary amendments to the relevant clauses of the Memorandum and Articles of Association of the Company be and are hereby approved.

FURTHER RESOLVED THAT the old name of the company shall be replaced by the new name in all statutory/title documents, licenses, and other relevant documents, for which no further approval from shareholders or directors shall be required.”

Explanatory Statements:

Agenda No. 8

The Company in its ordinary course of business and/or on an arm's length basis sources material from different suppliers of raw materials. To ensure the stability of supplies in terms of quality, price, and logistics, the Company proposes to enter into transaction(s) with HM Trading Global (APAC) Pte. Ltd. (the related party of the Company as defined in the International Financial Reporting Standards). According to paragraph 1(b) of Notification No. BSEC/CMRRCD/2009-193/10/Admin/118 dated 22 March 2021 of the Bangladesh Securities and Exchange Commission, no issuer company shall, except with the approval of the general body of its shareholders with majority vote excluding the vote of the concerned or connected shareholders or directors or related party, enter into any contract for the supply of goods and materials amounting to 10% (ten percent) or above of the total revenue or turnover as shown in the statement of profit or loss and other comprehensive income for the immediate preceding financial year with any related party.

The Company envisages that the transaction(s) entered into with HM Trading Global (APAC) Pte. Ltd. whether individually and/or in the aggregate would exceed the stipulated threshold of 10% (ten percent) of the annual turnover of the Company as per the latest audited statement of profit or loss and other comprehensive income of the Company during a financial year of the Company. Hence, approval of the shareholders is being sought for the said related party transaction(s) proposed to be entered into by the Company with HM Trading Global (APAC) Pte. Ltd. in the financial year 2024. The Board of Directors recommends the above ordinary resolution for the members' approval.

By Order of the Board

Md. Emdadul Haque CMA FCA
Company Secretary

Dated: 15 April 2024

NOTES:

- The 'Record Date' instead of Book Closure was on **02 April 2024**. The Shareholders whose names would appear in the Register of Members of the Company or the Depository on the 'Record Date' will be eligible to attend the 35th Annual General Meeting and receive Dividends.
- The Shareholders whose names would appear in the Register of Members of the Company or the Depository on the 'Record Date' will be eligible to attend the 35th AGM through the online live portal.
- The detailed login process and link to the online live portal to attend the meeting will be communicated to the shareholders in due course. Therefore, the shareholders are requested to update their email addresses through their respective Depository Participants (DP).
- A Shareholder entitled to attend and vote at the AGM may appoint a Proxy in his/her stead. Such a proxy must be a Shareholder of the Company. The Proxy Form must be affixed with the requisite revenue stamp and must be deposited at the Corporate Office of the Company at least 48 hours before the time fixed for the Meeting.
- The members of the Company are hereby requested to update their bank account number, mailing address, mobile number especially 12-digit E-TIN, etc. through their respective DPs and BO accounts before the Record Date i.e. 02 April 2024. If anyone fails to update their E-TIN in the BO account before the Record date, disbursement of the respective cash dividend will be subject to a deduction of AIT @15% instead of 10% per regulation.
- Shareholders bearing folio numbers are requested to submit their 12-digit E-TIN certificate to the Share Department of the Company latest by 25 April 2024, failing which Income Tax at source will be deducted from the cash dividend @15% instead of 10% from the dividend.
- Concerned brokerage houses are also requested to provide statements with the details (members name, BO ID number, client-wise shareholding position, gross dividend receivable, applicable tax rate, and net dividend receivable) of their margin loan holders, as on record date, to the Company's share office on or before 25 April 2024. The brokerage houses are also requested to provide their bank account name & number and routing number as well.
- The soft copy of the Annual Report-2023 of the Company will be sent to the shareholders' respective e-mail addresses. However, interested shareholders may collect hard copies of the Annual Report-2023 from the Company's share office by submitting a written request. The soft copy of the Annual Report-2023 is available on the Company's website at <https://www.heidelbergcementbd.com/financial-statements>