



NOTICE OF THE 5TH EXTRA ORDINARY GENERAL MEETING (EGM) of Deshbandhu Polymer Limited

Notice is hereby given that the **5th Extra Ordinary General Meeting (EGM)** of the Shareholders of Deshbandhu Polymer Limited will be held on Tuesday, January 30, 2024 at 12:00 noon. The EGM will be held virtually by using a Digital Platform through the Link <https://deshbandhu-egm.bdvirtual.com> to transact the following business and if deemed fit to adopt the following resolutions as 'Special Resolutions' with or without any modifications:

AGENDA

AGENDA-1: To approve the Merger Scheme among the Company's sister concerns Deshbandhu Sugar Mills Limited, Deshbandhu Food & Beverage Limited and Deshbandhu Packaging Limited to Deshbandhu Polymer Limited through the acquisition of Shares by capital Restructuring Scheme.

PROPOSED SPECIAL RESOLUTIONS

"Resolved that, in accordance with the provisions of sections 228, 229 and 230 of the Companies Act 1994, the Merger Scheme among the Company's sister concerns, Deshbandhu Sugar Mills Limited, Deshbandhu Food & Beverage Limited and Deshbandhu Packaging Limited to Deshbandhu Polymer Limited through the acquisition of Shares by Capital Restructuring Scheme, be and is hereby approved subject to the approval from the Bangladesh Securities and Exchange Commission."

Agenda-02.Clause No. V of Memorandum of Association and ArticleNo. 05 of Articles of Association of the Company shall be amended in thefollowing manner:

Present Clause No. V of Memorandum of Association	Proposed Amendment Clause No. V of Memorandum of Association
"V": "The authorized Share capital of the company is Tk. 300,00,00,000/- only (Tk.Three hundred Crore) divided into 30,00,00,000 (Thirty Crore) Ordinary share of Taka.10/- each with rights, privileges and conditions attaching thereof as are provided by the regulations of the company to increase and reduce and divide the capital for the time being into several classes and to attach thereof respectively such preferential, differed, qualified or special rights, privileges or conditions as may be determined by or in accordance with the regulations of the company and to very modify accordance with the regulations of the company".	"V": "The authorized Share capital of the company is Tk.1100,00,00,000.00 only (Taka Eleven hundred crore) divided into110,00,00,000.00 (One hundred ten crore) ordinary shares of Taka 10.00 (Taka ten) each with rights, privileges and conditions attaching thereof as are provided by the regulations of the company to increase and reduce and divide the capital for the time being into several classes and to attach thereof respectively such preferential, differed, qualified or special rights, privileges or conditions as may be determined by or in accordance with the regulations of the company and to very modify accordance with the regulations of the company".
Present Article No. 5 of Articles of Association	Proposed Amendment Article Clause No. 5 of Articles of Association
"5": "The Authorized share Capital of the Company is Tk. 300,00,00,000/- (Tk. Three hundred crore) divided into 30,00,00,000 (Thirty crore) ordinary shares of Tk.10.00 each with powers to increase or reduce the share capital for the time being and to divide, sub-divide and consolidate the shares in the capital of the company into several classes or stocks and attached thereto respectively such preferential ,qualified, deferred or special rights or privileges or conditions and as may be determined by the company in General meetings and vary, modify or abrogate such rights, privileges or conditions and also to issue shares of higher or lower denominations".	"5": "The Authorized share Capital of the Company is Tk. 1100,00,00,000.00 (Taka Eleven hundred crore) divided into 110,00,00,000.00 (One hundred ten crore) ordinary shares of Taka 10.00 (Taka ten) each with powers to increase or reduce the share capital for the time being and to divide, sub-divide and consolidate the shares in the capital of the company into several classes or stocks and attached thereto respectively such preferential, qualified, deferred or special rights or privileges or conditions and as may be determined by the company in General meetings and vary, modify or abrogate such rights, privileges or conditions and also to issue shares of higher or lower denominations".

By order of the Board of Directors.

Sd/-

Md. Liakat Ali Khan
Company Secretary

Dated: Dhaka
January 6, 2024



Notes:

1. The record date was on 1st January 2024. Shareholders, whose names appeared in the share register of Members or in the depository register at the closure of business on the record date will be eligible to attend the Extra Ordinary General Meeting and vote thereat.
2. A member is entitled to attend and vote at the Extra Ordinary General Meeting (EGM) and may appoint a proxy in his stead. The proxy form duly executed and stamped must be deposited to the Company or sent through email to dplshare@dbg.com.bd at least 48 (Forty eight) hours before the meeting.
3. A soft copy of the Notice of the Extra Ordinary General Meeting and proposed resolution will be sent to the shareholders' respective email addresses. The said Notice of EGM will be available also on the company's Website at www.deshbandhupolymer.com
4. The Link of the Digital Platform is <https://deshbandhu-egm.bdvirtual.com> which will be activated 48 (Forty eight) hours before the commencement of the Extra Ordinary General Meeting.
5. Shareholders are requested to join the Virtual Extra Ordinary General Meeting using their Laptop, PC, Mobile or Tab proving their Respective Name, 16-digit BO ID and No. of Shares. The detailed Procedures and Link of the Digital Platform will be available on the company's Website at www.deshbandhupolymer.com
6. The Shareholders will be able to submit their questions/ comments electronically before 24 hours of the commencement of the (EGM) through the link <https://deshbandhu-egm.bdvirtual.com>