

05 February, 2021 Friday, ২২ মাঘ, ১৪২৭, ২২ জমাদিউস সানি, ১৪৪২ শুক্রবার – Page -3



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CONFIDENCE CEMENT LIMITED

Registered Office : "Confidence Heights" Plot – 1, Lane – 1, Road – 2, Block – L, Halishahar H/E, Agrabad Access Road, Chattogram. Tel:031-711471-3

Liaison Office : Ispahani Building (3rd floor), 14-15 Motijheel C/A., Dhaka. Tel : 02-9562431

Notice of the 29th Annual General Meeting

Notice is hereby given that the 29th Annual General Meeting of Confidence Cement Limited will be held on Sunday, the 28th February 2021 at 11.00 A.M by using the digital platform through the link <https://tinyurl.com/cclagm2020>, to transact the following business:

AGENDA

Ordinary Business:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the year ended on 30 June 2020 together with the Report of the Directors and Auditors thereon.
2. To declare dividend for the year ended on 30 June 2020.
3. To elect Directors in terms of the relevant provision of Articles of Association.
4. To re-appoint the Managing Director.
5. To appoint the Statutory Auditors for the year 2020- 2021 and to fix their remuneration.
6. To appoint the Corporate Governance Compliance Auditors for the year 2020-2021 and to fix their remuneration.

Special Business:

To consider, pass and adopt the followings as SPECIAL RESOLUTION of the Company with or without modification:

1. To consider the amendment of the Memorandum of Association.

"Resolved that pursuant to the provisions of section 12 and 13 and other applicable provisions, if any of the Companies Act, 1994 (including any amendment thereto or re-enactment thereof) and confirmation of the Competent Court the High Court Division of Supreme Court of Bangladesh, the Object Clause III of the Memorandum of Association of the Company be and are hereby amended by the insertion of the following new sub-clauses numbered from 32, 33 and 34 after the existing sub-clause No. 31 which shall be inserted as follows:

32. To provide undertaking, guarantee, corporate guarantee, security, co-lateral security, hypothecation, mortgage and/or create any kind of charges on fixed assets and other assets of the company and/or its other sister concerns, and/or its associate company or companies, and/or its subsidiary or subsidiary companies, and/or the directors, shareholders and other individuals or persons to any person(s), body (ies), organization(s), banking and/or non-banking financial organizations/institutions against any types of loans, borrowings, financial benefits, facilities, assistances of any amount(s) for any period(s) as first party, second party and/or third party, mortgagor, guarantor and to revert, revoke, redeem, realize those in consideration as may the Board think appropriate.

33. To mortgage the property and assets of the company as security for loans and/or for any credit facilities to be given to any associate company or companies, and or subsidiary company or companies, and or third parties and also to give guarantee securing liabilities of such associate company or companies, and or subsidiary company or companies, and/or third party or parties for the interest of the Company.

34. To amalgamate with any other company or institution or body or person as deemed necessary for the greater interest of the company."

Consequent upon the aforesaid amendments in the existing the Object Clause III of the Memorandum of Association, a new Object Clause III of the Memorandum of Association containing 1 to 34 duly amended as above, be and are hereby adopted, which shall henceforth be the Object Clause III of the Memorandum of Association of the Company and a copy of which shall be submitted to the office of the Registrar of Joint Stock Companies & Firms, Government of Bangladesh, Chattogram Division, Chattogram as Annexure-A to the prescribed Form VIII.

2. To consider the amendment of the Articles of Association.

"Resolved that pursuant to the provisions of section 20 and other applicable provisions, if any of the Companies Act, 1994 (including any amendment thereto or re-enactment thereof), the existing Articles of Association of the Company be and is hereby amended by the insertion of the new Article No. 81A after the existing Article No. 81 and new Article No. 140A after the existing Article No. 140 which shall be inserted as follows:

81A. The Annual General Meeting (AGM) or Extra Ordinary General Meeting (EGM) of the company shall be conducted through physical presence or using digital platform or using Hybrid System ((in combination of physical presence and digital platform) ensuring the rights or facility of members or shareholders of the company laid in the Companies Act and Securities Laws subject to the limitations and compliances in the regulatory framework.

140A. The Directors may meet together either physical presence or through video/telephone conference or conference/meeting or using digital platform or using Hybrid System (in combination of physical presence and digital platform) through any electronic or online or other media for the dispatch of business, adjourn and otherwise regulate their meetings, and proceedings, as they think fit."

Consequent upon the aforesaid amendments in the existing Articles of Association, a new Articles of Association containing Articles 1 to 205 duly amended as above, be and are hereby adopted, which shall henceforth be the Articles of Association of the company and a copy of which shall be submitted to the office of the Registrar of Joint Stock Companies & Firms, Government of Bangladesh, Chattogram Division, Chattogram as Annexure-A to the prescribed Form VIII.

3. To approve the sale of shareholding held by Company in Zodiac Power Chittagong Ltd.

"Resolved that the decision of the Board to sell and transfer the entire shares (20,400,000 ordinary shares of Tk. 10 each) held by the Company in Zodiac Power Chittagong Ltd (ZPCL), a subsidiary of the Company, in favor of Confidence Power Holdings Ltd (CPHL), an associate of the Company in consideration of the sale value at an aggregate price of Tk. 434,532,240/- and on such terms and conditions, as per the loan agreement between the Company and CPHL, be and is hereby unanimously approved and passed by the shareholders"

By order of the Board

D. Hossain

Md. Delowar Hossain, ACS
Company Secretary

Date: 04 February, 2021

Notes:

1. The shareholders whose names will appear in the Company's Register or Depository Register on the Record Date i.e. 31 January 2021 will be eligible to attend the virtual Annual General Meeting (AGM) and to receive the dividend.
2. A shareholder entitled to join/attend at the virtual AGM may appoint a proxy to join/ attend and vote on his/her behalf. The Proxy form, duly stamped, must be deposited at the Registered Office/ Liaison Office of the Company not later than 48 (forty-eight) hours before the time fixed for the meeting.
3. The shareholders are requested to submit their question(s)/comment(s) into the link <https://tinyurl.com/cclagm2020> before 24 hours of the AGM and during the AGM. For logging into the link, the shareholders need to put their 16-digit Beneficial Owner (BO) Number /Folio Number and Number of Shares held on Record Date as proof their identity.
4. The soft copy of the Annual Report 2019-2020 of the Company will be sent to the shareholders respective email addresses as available with us. The Annual Report will also be available at the Company' website at www.confidencecement.com.bd.



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