

NOTICE OF THE 19TH ANNUAL GENERAL MEETING

Notice is hereby given that the 19TH ANNUAL GENERAL MEETING of the Members of Bangladesh Building Systems Ltd. will be held on Thursday, the 22nd December, 2022 at 2:00 pm. at Digital Platform through the following registration link: <https://bbs.bdvirtualagm.com> to transact the following businesses.

AGENDA

ORDINARY BUSINESS:


1. To receive, consider and adopt the Directors' Report, Auditors' Report and the Audited Financial Statements of the company for the year ended 30 June, 2022.
2. To declare Dividend for the year ended 30 June, 2022.
3. To re-elect the Directors retiring by rotation pursuant to Article 124 of the Articles of Association of the Company.
4. To confirm the appointment of the Independent Director of the Company and terms of appointment.
5. To appoint Statutory Auditors for the year ended 30 June, 2023 and fix their remuneration.
6. To appoint the Corporate Governance Compliance Auditor for the year 2022-2023 and fix their remuneration.
7. To transact any other business of the Company with the permission of the Chair.

SPECIAL BUSINESS:

1. To consider and if thought fit, pass the following resolution as "Special Resolution".
RESOLVED that Article 110 of the Articles of Association of the Company be amended and substituted as follows:
"110. The Board of Directors: The Board of Directors of the Company shall be the following:
1. Md. Abu Noman Howlader; 2. Hasan Morshed Chowdhury; 3. Mohammad Badrul Hassan; 4. Mohammad Ruhul Majid"
2. To consider and if thought fit, pass the following resolution as "Special Resolution".
RESOLVED that Article 111 of the Articles of Association of the Company be amended and substituted as follows:
"111. Managing Director: Hasan Morshed Chowdhury shall be the Managing Director of the Company. The Managing Director shall be the chief executive of the Company with charge, power & function as are conferred on him by the Board of Directors salary, tenure of office and other terms of appointment of the Managing Director shall be subject to approval of the Company in general meeting."
3. To consider and if thought fit, pass the following resolution as "Special Resolution".
RESOLVED that Article 134 of the Articles of Association of the Company be amended and substituted as follows:
"134. Three Directors present in person shall be the quorum for the meeting of the Board of Directors. The Directors may meet together for the dispatch of business, adjourn or otherwise regulate their meetings and proceedings as they think fit. However, if within half an hour from the time appointed for a meeting, a quorum is not present the meeting shall stand adjourned."

Dated: 30 November, 2022

By Order of the Board,



Mohammad Mohsin
Company Secretary

NOTE:

- 1) Pursuant to the Bangladesh Securities and Exchange Commission's (BSEC) Order No. SEC/SRMIC/94-231/25 dated July 08, 2020, the AGM will be held using digital platform.
- 2) Member's name appearing in the Member/Depository Register as on Record Date i.e. November 20, 2022 will be eligible to attend the AGM and receive dividend.
- 3) Pursuant to BSEC Notification No. BSEC/CMRRCD/2006-158/208/Admin/81 dated June 20, 2018, soft copy of the Annual Report 2021-2022 will be sent to Members respective email addresses as available with the Company. The Annual Report 2021-2022 shall also be available at the company's website: www.bbspeb.com (<http://www.bbspeb.com/investor/download/BBS-AR-21-22.pdf>)
- 4) A Member entitled to attend and vote at the AGM may appoint a Proxy to attend and vote instead. Duly filled Proxy Form must be sent through email to the Company's Share Office at least 48 hours before commencement of the AGM to mohsin@bbspeb.com or saif@bbspeb.com.
- 5) Pre-registrations for attending the virtual meeting shall open from December 21, 2022 at 1.00 pm.
- 6) Detailed process for registration and participation will be available at: www.bbspeb.com
- 7) Members may submit their questions in advance to secretary@bbspeb.com or saif@bbspeb.com.
- 8) For any technical assistance to participate in Virtual Annual General Meeting, please contact to: 8801717-316220.
- 9) No gift/benefit in cash or kind shall be paid to the holders of equity securities in terms of Clause (c) of the Notification No. SEC/SRM/2000-953/1950 dated 24th October, 2000 for attending the Annual General Meeting of the Company;
- 10) The Concern Merchant Banks and all Depository Participants (DP) are requested to provide us a statement with the details (Shareholders' Name, BOID, Client-wise shareholding position, Gross Dividend Receivables, applicable tax rate and Net Dividend Receivables) of their Margin Loan Holders who hold Company's share, as on the "Record Date" along with the name of Contact Person in this connection to the Company's Corporate Office on or before 15 December, 2022. The Merchant Bank and Depository Participants (DP) are also requested to provide us with their Bank Name, Account Number and Routing Number etc.
- 11) **The Annual Report and proxy form are also available in the website at www.bbspeb.com**