



RAK Ceramics (Bangladesh) Limited

NOTICE OF THE 16th ANNUAL GENERAL MEETING

Notice is hereby given that the 16th Annual General Meeting of RAK Ceramics (Bangladesh) Limited will be held on Wednesday, March 25, 2015 at 10:30 a.m. at International Convention City, Bashundhara (Pushpoguscho), Joarshahara, Purbachal Link Road, Khilkhet, Dhaka-1229, Bangladesh to transact the following businesses:

AGENDA:

Ordinary Business

1. To receive, consider and adopt the Audited Financial Statements of the Company for the year ended 31 December 2014 together with the reports of the Auditor and the Directors.
2. To declare dividend for the year ended 31 December 2014.
3. To elect/re-elect Director(s) of the Company.
4. To appoint the Auditors of the Company for the year 2015 and fix their remuneration.

Special Business

5. To consider and approve the offer of RAK Pharmaceuticals Pvt. Ltd. to settle the long outstanding loan given by RAK Ceramics (Bangladesh) Limited of an amount of BDT 500,000,000 and interest of BDT 334,665,468 thereof as on February 18, 2015 totaling to BDT 834,665,468 in consideration of final settlement of an amount of BDT 44,118,000 in cash and transferring the title of the corporate office of RAK Pharmaceuticals Pvt. Ltd. measuring 8,075.92 sft. at the 10th floor of RAK Tower, 1/A Jasimuddin Avenue, Sector-3, Uttara Model Town, Dhaka-1230 (the present fair value of the corporate office of RAK Pharmaceuticals Pvt. Ltd. is BDT 201,898,000 as determined by an independent valuer) and accordingly write off the balance irrecoverable loan of BDT 253,984,000 and unrealized interest of BDT 334,665,468 as 'Investment Loss' and 'Interest Loss on Investment' respectively totaling to BDT 588,649,468 in the books of the Company.

By order of the Board of Directors

Dhaka, Bangladesh

March 02, 2015

Sd/-

(Muhammad Shahidul Islam FCS)

Company Secretary

Notes:

1. The Members whose name appeared in the Share Register of the Company or in the Depository Register on the 'Record Date' (i.e. February 17, 2015) will be entitled to attend the meeting and receive the dividend.
2. The Board unanimously recommended cash dividend @ 25 percent of the paid up capital of the Company.
3. Members may please note that pursuant to BSEC Order No. SEC/CMRRCD/2009-193/104/Admin dated 27 July 2011; A. Qasem & Co., Chartered Accountants (A member firm of Ernst & Young Global Limited, UK) has been recommended by the Board of Directors to be appointed as new Statutory Auditors of RAK Ceramics (Bangladesh) Limited for the year 2015 subject to approval of the shareholders.
4. A member entitled to attend and vote at the Annual General Meeting may appoint a proxy to attend and vote in his/her behalf (such proxy shall be a shareholder of the Company). The Proxy Form, duly filled and stamped, must be deposited at the Registered Office of the Company not later than 48 hours before the time fixed for the meeting.
5. Admission to the meeting will be strictly on production of the attendance slip attached with the Annual Report.
6. Members are requested to submit to the Registered Office of the Company on or before March 22, 2015, their written option to receive dividend in the form enclosed with the Annual Report. If the Members fail to submit such option within the stipulated time, the dividend will be paid off as deemed appropriate by the Company.
7. In case of non-receipt of the Annual Report of the Company sent through courier, Members may collect the same from the Registered Office of the Company on or before March 22, 2015. No additional Annual Report will be distributed in the AGM venue.

Members may please note that no food or gift or benefit in cash or kind shall be given at the Annual General Meeting.