



এস. আলম কোল্ড রোল্ড স্টিল্‌স লিমিটেড S. ALAM COLD ROLLED STEELS LIMITED

Registered Office: S. Alam Bhaban, 2119, Asadgonj, Chattogram, Phone: 00-880-31-636997; 636649; 611426; 611195
Liaison Office: Sharif Mansion (6th floor), 56-57, Motijheel Commercial Area, Dhaka, Phone: 00-880-2-9560631
Web: www.s.alamgroupbd.com E-mail: sharedivision@s.alamgroupbd.com

NOTICE OF 19TH ANNUAL GENERAL MEETING

Notice is hereby given that the 19th Annual General Meeting of S. ALAM COLD ROLLED STEELS LIMITED will be held on Monday, the 06th January, 2020 at 10.30 A.M. at Chittagong Club Limited, S. S. Khaled Road, Chattogram to transact the following businesses:

AGENDA

1. To receive, consider and adopt the Audited Financial Statements of the Company for the year ended June 30, 2019 together with the Reports of the Board of Directors and the Auditors thereon.
2. To declare and approve dividend for the year ended June 30, 2019.
3. A). To elect/re-elect the Directors of the company.
B). To approve the appointment of Managing Director.
4. A). To appoint Auditors for the year 2019-20 and fix their remuneration.
B). To appoint professional for Certification on Compliance of Corporate Governance Code for the year 2019-20.

Special Business:

5. To consider, pass and adopt the following resolution as SPECIAL RESOLUTION of the Company with or without modification:

"RESOLVED that: a) The Article as appearing in the existing Articles of Association of the company as depicted hereunder in column one, be and is hereby substituted and replaced with a new Article set opposite thereof in column two:

Existing Articles	Articles as hereby Amended
96. Subject to the overall control and supervision of the Board of Directors and the provisions of these presents and any law for the time being in force, the affairs of the company shall be managed by a Managing Director, who shall be the Chief Executive of the Company. Mr. Mohammed Saiful Alam shall be the first Managing Director of the company initially for a period of five years. In case of death or resignation, the Directors shall elect a new Managing Director. The Managing Director shall not, while holding that office, be subject to retirement by rotation or taken into account for retiring by rotation of directors. The remuneration and allowances tenure of office and the terms of appointment of the Managing Director shall be decided by the Board of Directors from time to time subject to section 110 of the Act and also subject to approval of concerned authority, if any, including Securities & Exchange Commission.	96. Subject to the overall control and supervision of the Board of Directors and the provisions of these presents and any law for the time being in force, the affairs of the company shall be managed by a Managing Director, who shall be the Chief Executive of the Company. Mr. Osman Goni shall be the Managing Director of the company initially for a period of five years. In case of death or resignation, the Directors shall elect a new Managing Director. The Managing Director shall not, while holding that office, be subject to retirement by rotation or taken into account for retiring by rotation of directors. The remuneration and allowances tenure of office and the terms of appointment of the Managing Director shall be decided by the Board of Directors from time to time subject to section 110 of the Act and also subject to approval of concerned authority, if any, including Securities & Exchange Commission.

- b) and that consequent upon the aforesaid amendments in the existing Articles of Association of the company, a new Articles of Association containing Articles 1 to 138 duly amended as above, in substitution for and in exclusion of the existing Articles of Association 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."

Date: December 02, 2019
Chattogram

By Order of the Board of Directors


Osman Goni
Managing Director

NOTES:

1. Record Date: November 27, 2019. Members whose names appeared on the Members/Depository Register as on "Record Date" are eligible to attend the Annual General Meeting (AGM) and entitled to receive Dividend.
2. Proxy: A Member entitled to attend and vote at the AGM may appoint a Proxy to attend and vote in his/her behalf. The "Proxy Form", duly filled and stamped Tk. 20 must be deposited at the Company's Registered Office located at 'S. Alam Bhaban, 2119, Asadgonj, Chattogram, not later than 48 hours before commencement of the AGM.
3. Pursuant to the Bangladesh Securities and Exchange Commission (BSEC) Notification No: BSEC/CMRRCD/2006-158/208/Admin/81 dated 20th June, 2018, copy of the Annual Report for the year ended 30th June, 2019 shall be sent to the e-mail address of the Honorable Shareholders mentioned in their respective Beneficial Owner (BO) accounts maintained with the depository. The Annual Report and Proxy Form are available at the Company's Website. www.s.alamgroupbd.com.
4. **Directors Election:**
 - A. Directors to retire by rotation from the Sponsor Group shall be re-elected in accordance with the provision of law.
 - B. Subject to holding 2% shares in the paid up capital of the company, Nomination Form for the Institutional Shareholders and General Shareholders shall be available at the Registered Office within the office hour from 14-12-2019 to 19-12-2019.
 - C. Nomination paper duly filled with signature and supporting documents to be submitted to the Registered Office, S. Alam Bhaban, 2119, Asadgonj, Chattogram within 24-12-2019. The last date of withdrawal of candidature is 26-12-2019.
 - D. After proper scrutinizing, final list of the eligible candidate for Directors from the institutional shareholders and the general shareholders shall be displayed on the Notice Board of the Registered Office of the Company on 29-12-2019.
5. For explanation of the observation on financial statements, if any, shareholders are requested to submit their findings in writing at least 3 working days before commencing of the AGM.
6. **SPECIAL NOTE:** No benefit or gift in cash or kind shall be given to the Shareholders for attending the Annual General Meeting as per the BSEC Circular No. SEC/CMRRCD/2009-193/154 dated 24 October, 2013.

