



NATIONAL POLYMER INDUSTRIES PLC.

NPOLY HOUSE : GA-99/3, Pragati Shoroni,
Middle Badda, Dhaka-1212, Bangladesh.
Phone : +88 02 58812926, +88 02 58813039
Fax : +88 02 58814967
Email : info@nationalpolymer.net
Web : www.nationalpolymer.net

NATIONAL POLYMER INDUSTRIES PLC.

NPOLY HOUSE, GA-99/3, Pragati Shoroni, Middle Badda, Dhaka-1212.

NOTICE OF THE 8TH EXTRAORDINARY GENERAL MEETING (EGM)

Notice is hereby given to all Shareholders of National Polymer Industries PLC. that the 8th Extraordinary General Meeting (EGM) of the Company will be held on **Sunday, 23 June 2024 at 11:00 AM** virtually by using the digital platform through the link: <https://nationalpolymer-egm.bdvirtual.com> to transact the following agenda and to adopt resolutions as special resolutions:

PROPOSED SPECIAL RESOLUTIONS

1. To rearrange the Authorized Share Capital of the Company.

“RESOLVED THAT the rearrangement of authorized share capital of the Company Tk. 300,00,00,000 (Taka three hundred crore) of which Tk. 200,00,00,000 (Taka two hundred crore) divided into 20,00,00,000 (Twenty crore) ordinary shares of Tk. 10/- (Taka ten) each and Tk. 100,00,00,000 (Taka one hundred crore) divided into 10,00,00,000 (Ten crore) preference shares of Tk. 10/- (Taka ten) each be and is hereby adopted.”

“RESOLVED FURTHER THAT to rearrange the authorized share capital, the following amendments of the Memorandum and Articles of Association of the Company be and are hereby adopted, subject to approval of the Regulator(s).

a. Amendment of Clause – III (33) of the Memorandum of Association:	
Existing Clause	Proposed Clause
To borrow or raise or secure the payment of money in such manner as the Company shall think fit and in particular by the issue of debentures, debenture stock and otherwise perpetual, redeemable or otherwise, charged upon all or any of the Company's asset and property, both present and future, including its uncalled capital.	To borrow or raise or secure the payment of money in such manner as the Company shall think fit and in particular by the issue of debentures, debenture stock, preference share and otherwise perpetual, redeemable, convertible or otherwise, charged upon all or any of the Company's asset and property, both present and future, including its uncalled capital.

b. Amendment of Clause -V of the Memorandum of Association:	
Existing Clause	Proposed Clause
The authorized capital of the company is Tk. 300,00,00,000.00 (Taka three hundred crore) divided into 30,00,00,000 (Thirty crore) ordinary shares of Tk. 10.00 (Taka ten) each with powers to the Company to increase or reduce the same or value of its shares or to attach any other preferential, deferred or to divide the shares into classes and to attach thereto special rights or privileges or conditions as regards dividends, repayments of capital, vote or otherwise or to consolidate or sub-divide the shares as may be determined by or in accordance with the Articles of Association of the Company and to modify or abrogate any rights, privileges and conditions as may be permitted by the Companies Act or provided by the Articles of Association of the company for the time being.	The authorized share capital of the Company is Tk. 300,00,00,000 (Taka three hundred crore) of which Tk. 200,00,00,000 (Taka two hundred crore) divided into 20,00,00,000 (Twenty crore) ordinary shares of Tk. 10/- (Taka ten) each and Tk. 100,00,00,000 (Taka one hundred crore) divided into 10,00,00,000 (Ten crore) preference shares of Tk. 10/- (Taka ten) each with powers to the Company to increase or reduce the same or value of its shares or to attach any other preferential, deferred or to divide the shares into classes and to attach thereto special rights or privileges or conditions as regards dividends, repayments of capital, vote or otherwise or to consolidate or sub-divide the shares as may be determined by or in accordance with the Articles of Association of the Company and to modify or abrogate any rights, privileges and conditions as may be permitted by the Companies Act or provided by the Articles of Association of the Company for the time being.

**NATIONAL POLYMER INDUSTRIES PLC.**

NPOLY HOUSE : GA-99/3, Pragati Shoroni,
Middle Badda, Dhaka-1212, Bangladesh.
Phone : +88 02 58812926, +88 02 58813039
Fax : +88 02 58814967
Email : info@nationalpolymer.net
Web : www.nationalpolymer.net

c. Amendment of Article -5 of the Articles of Association:

Existing Article	Proposed Article
The authorized share capital of the company is Tk. 300,00,00,000.00 (Taka three hundred crore) divided into 30,00,00,000 (Thirty crore) ordinary shares of Tk. 10.00 (Taka ten) each with powers to the Company 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 Meeting and vary, modify or abrogate such right, privileges or conditions and also to issue shares of higher or lower denominations	The authorized share capital of the Company is Tk. 300,00,00,000 (Taka three hundred crore) of which Tk. 200,00,00,000 (Taka two hundred crore) divided into 20,00,00,000 (Twenty crore) ordinary shares of Tk. 10/- (Taka ten) each and Tk. 100,00,00,000 (Taka one hundred crore) divided into 10,00,00,000 (Ten crore) preference shares of Tk. 10/- (Taka ten) each with powers to the Company 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 attach thereto respectively such preferential, qualified, deferred or special rights or privileges or conditions and as may be determined by the Company in General Meeting and vary, modify or abrogate such rights, privileges or conditions and also to issue shares of higher or lower denominations.

d. Addition of New Article-5 (a) in the Articles of Association:

New Article
Subject to the provisions of Section 154 of the Companies Act 1994 and other applicable provisions thereof, preference share may be issued on the terms that they are, or at the option of the Company or the holder(s) of the concerned preference share, liable to be redeemed and/or converted on such terms and in such manner as the Company may prescribe.

2. To approve the Issuance of Redeemable, Cumulative, Non-convertible and Non-Participative Preference Shares of up to Tk. 100,00,00,000 (Taka One Hundred Crore).

“RESOLVED THAT the issuance of Redeemable, Cumulative, Non-convertible and Non-Participative Preference Shares amounting up to **Tk. 100,00,00,000 (Taka One Hundred Crore)** for 5 years through private offer in order to refinance the existing loans be and is hereby adopted, subject to approval of the Bangladesh Securities and Exchange Commission (BSEC).”

Dated: Dhaka
May 26, 2024

By order of the Board


Md. Abdul Maleque
Company Secretary

NOTES:

- The Record Date for the EGM is on 19 May 2024 (Sunday).** Members, whose names appeared in the Register of Member/CDBL Register at the close of business on the record date, will be entitled to attend and vote at the EGM;
- A member entitled to attend and vote at the EGM can appoint a Proxy to attend and vote on his/her behalf. The Form of Proxy, duly stamped, must be deposited at the Corporate Head Office of the Company at least 48 hours before the time fixed for the EGM;
- Link for joining the EGM: <https://nationalpolymer-egm.bdvirtual.com>. As per the BSEC's Directive dated 10 March 2021, the facilities for e-voting will be opened 48 hours prior to start of the EGM and will remain open up to the closure of the EGM. The eligible members may login and cast their vote (e-vote) using online platform during this time;
- The EGM Notice will also be available in the Company's website: www.nationalpolymer.net/ Investor Relation.