



## Notice of the 10<sup>th</sup> Annual General Meeting

Notice is hereby given that the 10<sup>th</sup> Annual General Meeting of the Members of Indo-Bangla Pharmaceuticals Ltd., will be held on Thursday the 26<sup>th</sup> December, 2024 at 11:00 a.m. under Hybrid System i.e. online video conferencing (<https://ibp2024.hybridagmbd.net>) as well as physical presence of honorable Shareholders of the Company at Barishal Club Limited, Club Road, Barishal-8200 to transact the following business:

### ORDINARY BUSINESS:

Agenda-1: To receive, consider and adopt the Audited Financial Statements for the year ended 30<sup>th</sup> June, 2024 together with the report of the Directors' and the Auditors' thereon.

Agenda-2: To declare dividend for the year ended 30<sup>th</sup> June, 2024.

Agenda-3: To elect/re-elect Directors in terms of the relevant provisions of Articles of Association.

Agenda-4: To re-appoint the Managing Director of the Company.

Agenda-5: To appoint Statutory Auditors for the year 2024-2025 and to fix their remuneration.

Agenda-6: To appoint Compliance Auditors for the year 2024-2025 and to fix their remuneration.

### SPECIAL BUSINESS:

Agenda-7: To pass a special resolution in regard to changing the name of the Company from "Indo-Bangla Pharmaceuticals Limited." to "Indo-Bangla Pharmaceuticals PLC." as per provision of the Companies Act, 1994 (2nd amendment 2020) and to amend Clause-I and Article-2(b) of the Memorandum and Articles of Association of the Company.

To consider and if thought fit, to pass, with or without modification(s), following resolution as Special Resolution:

"RESOLVED THAT pursuant to amendment section 11(KA) (2nd amendment 2020) of the Companies Act, 1994 (including any statutory modification or re-enactment thereof, for the time being in force) and all other applicable provisions, if any, of the Companies Act, 1994, subject to approval of the Registrar of Joint Stock Companies and Firms and any other regulatory authorities as may be necessary, consent of the members, be and is hereby, accorded to change the name of the Company from "Indo-Bangla Pharmaceuticals Limited" to "Indo-Bangla Pharmaceuticals PLC."

"FURTHER RESOLVED THAT the Name Clause being Clause-I in the Memorandum of Association of the Company be altered accordingly and substituted by the following clause:

"I. The name of the Company is Indo-Bangla Pharmaceuticals PLC."

"FURTHER RESOLVED THAT in terms of Section 20 of the Companies Act, 1994 the Articles of Association of the Company be altered by deleting the existing name of the Company, Indo-Bangla Pharmaceuticals Limited, wherever appearing, and substituting it with the new name of the Company, "Indo-Bangla Pharmaceuticals PLC".

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Agenda-8: To pass a special resolution in regard to amend Article-49 of the Articles of Association of the Company.

To consider and if thought fit, to pass, with or without modification(s), following resolution as Special Resolution:

**"RESOLVED THAT** pursuant to provisions of the Section 20 of the Companies Act, 1994 (including any statutory modification or re-enactment thereof, for the time being in force) and all other applicable provisions, if any, of the Companies Act, 1994, subject to approval of the Registrar of Joint Stock Companies and Firms and any other regulatory authorities, as may be required, consent of the members, be and is hereby, accorded to amend the Article-49 of the Articles of Association of the Company."

In Article-49 the following amendments shall be made:

**"Article-49.** Until otherwise determined, the Quorum for the meeting of the Board of Directors shall be constituted in presence of one-third of the total strength of the Board (any fraction contained in that one-third being rounded off as one), or three (3) Directors, whichever is higher."

**"For the purpose of this Article-49,** the expression 'presence' shall mean presence either personally or through an Alternate Director in a meeting, including meeting by teleconference or any other method."

By order of the Board

(Mohi Uddin)  
Company Secretary.

04 December, 2024

**Notes:**

1. The Record Date of the Company was Tuesday 03 December 2024.
2. The Annual General Meeting will be conducted under Hybrid System. Members/Shareholders can join with following link at <https://ibp2024.hybridagmbd.net>
3. The members are able to submit their question(s)/comment(s) and vote electronically 24 hours before commencement of the AGM and during the AGM.
4. Details of Special Business are contained in Directors' Report of the Annual Report 2023-2024.
5. The proxy form must be affixed with requisite revenue stamp and be deposited at the Registered Office of the Company not less than 48 hours before the time fixed for the meeting.
6. The Annual Report is available in the Company's web site at [www.indo-banglapharma.com](http://www.indo-banglapharma.com).