



# হাক্কানী পাল্প এন্ড পেপার মিলস্ লিঃ HAKKANI PULP & PAPER MILLS LTD.

## NOTICE OF THE 27<sup>th</sup> ANNUAL GENERAL MEETING

This is hereby Noticed that the 27<sup>th</sup> ANNUAL GENERAL MEETING (AGM) of the shareholders of **Hakkani Pulp & Paper Mills Limited** will be held on Wednesday, the 27<sup>th</sup> December 2023 at 11.00 a.m at virtually by using Digital Platform as per BSEC order SEC/SRM/04/231/25 July 08.2020 through the Link <https://agmbd.live/hakkanipul2023> to transact the following business:

### ORDINARY BUSINESS:

- Agenda-1 : To receive, consider and adopt the Audited Financial Statements of the Company for the year ended 30<sup>th</sup> June 2023 together with the Reports of the Auditors' and the Directors thereon;
- Agenda-2 : To declare and approve the dividend for the year ended 30<sup>th</sup> June 2023 as recommended by the Board of Directors;
- Agenda-3 : To elect/re-elect Director(s) in terms of Articles 82 of Association of the Company;
- Agenda-4 : To appoint the Statutory Auditors for the year ended 30 June 2024 and fix their remuneration;
- Agenda-5 : To appoint the Corporate Governance Compliance Auditors for the year ended 30<sup>th</sup> June 2024 and fix their remuneration;
- Agenda-6 : To consider and approve of the **Related Party Transactions** (as disclosed in the Note 41 of the Audited Financial Statements) pursuant to the BSEC Notification No. BSEC/CMRRCD/2009-193/Admin/103 dated 5<sup>th</sup> February 2020;

### SPECIAL BUSINESS:

- Agenda-1 : To change the registered name of the Company to "HAKKANI PULP AND PAPER MILLS PLC" from existing "HAKKANI PULP AND PAPER MILLS LIMITED in compliance with Companies Act. 1994 (2<sup>nd</sup> Amendment 2020)";

If deemed fit, to approve the following resolution as Special Resolution with or without modification:

"Resolved that, the Registered Name of the Company be and is hereby changed to "HAKKANI PULP AND PAPER MILLS PLC" from existing ""HAKKANI PULP AND PAPER MILLS LIMITED" under Clause-I of Memorandum of association and other relevant clauses of Memorandum and Articles of Association of the Company in compliance with Companies Act. 1994 (2<sup>nd</sup> Amendment 2020)".

- Agenda-2 : To increase the Authorized Share Capital of the Company from Taka 50 crore to Taka100 crore;

If deemed fit, to approve the following resolution as Special Resolution with or without modification:

- A. Resolved that, the authorized share capital of the company be and is hereby increased to BDT 100,00,00,000 (Taka One Hundred Crore) divided into 10,00,00,000 (Ten Crore) Ordinary shares of Taka 10.00 each from existing BDT 50,00,00,000 (Taka Fifty Crore) divided into 5,00,00,000 (Five Crore) Ordinary shares of Taka 10.00 each.**



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**B. To amend/change clause No.-V of Memorandum of Association of Hakkani Pulp & Paper Mills Limited in order to increase the Authorized Share Capital to Taka 100 crore from 50 crore.**

Pursuant to the relevant provisions of the Companies Act 1994 and the rules framed thereunder and any other approvals as may be necessary, the consent of the shareholders of the company be and is hereby accorded for amendment/change the Clause (V) of the Memorandum of Association of the company which are as follows:

<b>Existing clause-V of the Memorandum of Association</b>	<b>Proposed clause-V of the Memorandum of Association</b>
" The authorized capital of the company is Tk. 50,00,00,000 (Taka fifty crore) divided into 5,00,00,000 (Tk. five crore) Ordinary shares of Tk. 10.00 (Ten) each with powers to increase or reduce the share capital of the company and to divide the shares in the capital of the company into different classes and to attach thereto respectively such as preferential, differed, qualified or special rights, privileges or conditions as may be determined by the company or to consolidate or sub-divide the shares and to issue shares of higher or lower denominations."	" The authorized capital of the company is Tk. 100,00,00,000 (Taka One Hundred crore) divided into 10,00,00,000 (Tk. ten crore) Ordinary shares of Tk. 10.00 (Ten) each with powers to increase or reduce the share capital of the company and to divide the shares in the capital of the company into different classes and to attach thereto respectively such as preferential, differed, qualified or special rights, privileges or conditions as may be determined by the company or to consolidate or sub-divide the shares and to issue shares of higher or lower denominations."

**C. To amend/change clause 4 of Articles of Association of Hakkani Pulp & Paper Mills Limited in order to increase the Authorized Share Capital to Taka 100 crore from 50 crore.**

Pursuant to the relevant provisions of the Companies Act 1994 and the rules framed thereunder and any other approvals as may be necessary, the consent of the shareholders of the company be and is hereby accorded for amendment/change the Clause (4) of the Articles of Association of the company which are as follows:

<b>Existing clause-4 of the Articles of Association</b>	<b>Proposed clause-4 of the Articles of Association</b>
The authorized capital of the Company is Tk. 50,00,00,000/- (Tk. fifty crore) divided into 5,00,00,000/- (Tk. five crore) ordinary shares of Tk. 10.00 (ten) each.	The authorized capital of the Company is Tk.100,00,00,000/- (Tk. One Hundred crore) divided into 10,00,00,000/- (Tk. ten crore) ordinary shares of Tk. 10.00 (ten) each.

**Agenda 3 : To amend/change the clause No. 47, 50, 69, 70, 71, 72, 86 and 87(1) of the Article of Association of the company.**

**Resolved that, the amendment of the clause No. 47, 50, 69, 70, 71, 72, 86 and 87(1) of the Articles of Association of the Company be and are hereby approved by way of substitution and addition.**



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By order of the Board

Dated: Chattogram  
November 4, 2023



Mohammad Musa  
Company Secretary

## Notes:

- (1) November 23, 2023 is scheduled as Record Date for the 27<sup>th</sup> Annual General Meeting of the company. Shareholders whose name will appear on the Register of Members record on the Record Date will be eligible to attend the meeting and entitled for dividend.
- (2) The shareholders will join the Virtual AGM of Hakkani Pulp and Paper Mills Limited through the link <https://agmbd.live/hakkanipul2023> prior to 24 hours of the meeting. BO ID will be as the user ID and number of shareholding on the record date will be as password. The shareholders will be able to register and comments before commencement of the AGM and during the AGM. If any technical problems arise to join the virtual meeting requested to call at the mobile number +88-01714-087510. Written queries, if any, should reach at the share department of the company at least 24 hours before the meeting for the sake of convenience of appropriate explanation.
- (3) A member will be entitled to attend and vote at the 27<sup>th</sup> Annual General Meeting can appoint a proxy to attend the meeting and vote on his/her behalf. The proxy form duly stamped with revenue stamp of Taka 10.00 must be sent at the share department of the Company at Hakkani Pulp & Paper Mills Limited, 2/10, D.T. Road, North Pahartali, Chattogram or through e-mail- [companysecretary@hakkanigroup.com](mailto:companysecretary@hakkanigroup.com) or [compliancehppml@gmail.com](mailto:compliancehppml@gmail.com) not later than 48 hours before the appointed time of the meeting.
- (4) As per notification of BSEC, the soft copy of Annual Report will be sent to the shareholders' e-mail address available in their BO Accounts maintained by the Depository Participant (DP). The soft copy of Annual Report FY 2022-2023 and Proxy Form will also be available in the company's website at [www.hakkanigroup.com](http://www.hakkanigroup.com). The shareholders may also collect the printed copy of Annual Report FY 2022-2023 from the share department of the company.
- (5) Shareholders bearing BO ID are requested to update the particulars of Bank A/C, e-mail address, change of address and 12 digit Tax payers' identification number (e-Tin) through their depository participant (DP) before **10 December 2023**. If the shareholders failed to upload their e-Tin before **December 10, 2023** income tax at source will be deducted from payable dividend @15% instead of @10% as per amendment Income Tax Act-2023. The Shareholders who are maintaining folio no. are also requested to submit their e-Tin before **10 December 2023** to the Share Department of Hakkani Pulp and Paper Mills Limited, 2/10, D.T Road, North Pahartali, Chattogram.
- (6) Depository Participants/Stock Brokers are requested to send the list of margin account holders based on record date i.e. **10 December 2023**. If any, within the **10 December 2023** to the company through hard copy or e-mail at [companysecretary@hakkanigroup.com](mailto:companysecretary@hakkanigroup.com) or [compliancehppml@gmail.com](mailto:compliancehppml@gmail.com), otherwise, the dividend will be paid to the shareholders whose names appeared in the Member/Depository Register on the "Record Date".
- (7) Election of Directors will be held in terms of Articles of Association of the Company and relevant rules/ circulars in force.
- (8) BSEC directives will be applicable in all respect.



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