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Factory :  
Kanchpur, Sonargaon, Narayanganj, Bangladesh.



# Esquire Knit Composite Ltd.

Certified by :



## NOTICE OF THE TWENTY-SECOND ANNUAL GENERAL MEETING (REVISED)

Notice is hereby given that the 22<sup>nd</sup> Annual General Meeting of the Shareholders of Esquire Knit Composite Limited will be held virtually by using a Digital Platform on Wednesday, 25 January 2023 at 11:00 a.m. (Dhaka time) to transact the following business:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the year ended 30 June 2022 together with reports of the Auditors and the Directors thereon.
2. To declare 10% cash dividend (excluding sponsors and directors).
3. To elect/re-elect Directors in terms of the relevant provision of the Articles of Association.
4. To approve the appointment of Independent Directors.
5. To appoint Auditors for the year 2022-2023 and fix their remuneration.
6. To appoint Corporate Governance Compliance Auditors for the year 2022-2023 and fix their remuneration.

### Special Business

7. To change the registered name of the Company to “Esquire Knit Composite PLC” from “Esquire Knit Composite Limited”.

To adopt the change of registered name of the company to “Esquire Knit Composite PLC” from “Esquire Knit Composite Limited” in accordance with the Companies Act, 1994 (2<sup>nd</sup> amendment 2020) and to amend the relevant clauses of the Memorandum and Articles of Associations of the company by adopting the following Special Resolution:

“RESOLVED THAT the proposal for changing the registered name of the company to ‘Esquire Knit Composite PLC’ from ‘Esquire Knit Composite Limited’ in accordance with the Companies Act, 1994 (2<sup>nd</sup> Amendment 2020) and to effect the change in the registered name of the Company as ‘Esquire Knit Composite PLC’, the amendment of the relevant clauses of the Memorandum and Articles of Associations of the Company be and are hereby approved, subject to the approval of the Shareholders and Regulatory Authorities.”

8. To approve the issue and offer of 100,000,000 Preference Shares at a face value of Tk. 10.00 each for a total of BDT 1,000 million through private placement among potential investors.

“RESOLVED THAT, pursuant to the Securities and Exchange Commission (Issue of Capital) Rules, 2001 and such other provisions as may be applicable for the time being in force, and subject to the approval of the general members of the Company and consent of Bangladesh Securities and Exchange Commission “ and adherence to the conditions imposed by BSEC” be and hereby accorded to issue and offer 100,000,000 preference shares at a face value BDT 10.00 each for an amount of BDT 1,000.00 million, with the following features:

| Particulars          | Description   |
|----------------------|---|
| Issue Size           | BDT 1,000.00 million  |
| Tenor                | 8 (eight) years from the date of issuance of each of the preference shares  |
| Purpose              | To finance the project expansion and relevant procurement of machinery (up to BDT 650.00 million) as well as redeeming high-cost bank borrowing (up to BDT 350.00 million). |
| Nature of issuance   | Fully redeemable, non-convertible, cumulative preference shares   |
| Dividend payment     | The dividend will be paid semi-annually   |
| Principal redemption | Redemptions will be made semi-annually commencing after 18 (eighteen) months from the first date of issuance.   |

All Shareholders of the Company are requested to kindly attend the Meeting accordingly.

Dated: 30 October 2022, Dhaka.

By order of the Board

Md. Monir Hossain  
Company Secretary

### Notes:

1. The ‘Record Date’ of the Company shall be on Monday, 5 December 2022. The shareholders whose names will appear in the Share Register of the Company or in the Depository Register on the ‘Record Date’ i.e., 5 December 2022, will be entitled to attend at Annual General Meeting.
2. A Member entitled to attend and vote at the Annual General Meeting may appoint a Proxy to attend and vote in his/her stead. The proxy form duly stamped valuing Tk. 20/- must be deposited at the Registered Office of the Company not later than 48 hours before the time fixed for the meeting.
3. Annual Report for the year 2021-2022 will be sent through the e-mail address of the Shareholders and will be available on the Website of Company at: [www.esquireknit.com](http://www.esquireknit.com).
4. The Shareholders will join the Virtual Annual General Meeting through the link <https://esquireknit.bdvirtualagm.com>. The Shareholders will be able to submit their questions/comments and vote electronically 1 (one) hour before the commencement of the AGM and also during the AGM. For logging in to the system, the Shareholders need to put their 16-digit Beneficial Owner (BO) ID/Folio Number and another credential as proof by visiting the said link.
5. Members whose Name, TIN, Bank Account Number, e-mail address, and mobile number have not been updated/changed in the meantime, are requested to update the same.
6. The concerned Brokerage House/DPs are requested to provide us the statement (both hard & soft copies) on or before 21 December 2022 with detail of their margin loan holders entitled to dividends for the year ended on 30 June 2022.
7. We encourage the members to log into the system prior to the meeting start time. Please allow ample time to log in and establish your connectivity. For any IT-related guidelines, Shareholders may contact vide Mobile Number +8801713-335876 or e-mail: [cs@esquire.com.bd](mailto:cs@esquire.com.bd).
8. In compliance with circular No. SEC/CMRRCD/2009-193/154 dated 24 October 2013 issued by BSEC, no benefit in cash or kind shall be offered to the members during the Annual General Meeting.

Member of



Esquire Group