



National Housing Finance and Investment Limited

Registered Office: National Plaza (7th Floor)
109, Bir Uttam C.R. Datta Road, Dhaka-1205

Notice of the 24th Annual General Meeting (Virtually)

Notice is hereby given that the 24th Annual General Meeting (AGM) of National Housing Finance and Investments Limited will be held on June 11, 2023 at 12:00 PM (Bangladesh Standard Time) virtually by using digital platform through the following link: <http://nhfil24agm.digitalagmbd.net> to transact the following businesses:

Agenda :

Ordinary Business:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the year ended December 31, 2022 together with Auditors' Reports thereon and the Directors' Report.
2. To declare Dividend for the year ended December 31, 2022.
3. To re-elect Directors in accordance with the relevant provisions of the Articles of Association of the Company and to confirm Re-appointment of one Independent Director.
4. (a) To appoint Statutory Auditors for the year 2023 and fix their remuneration.
(b) To re-appoint Corporate Governance Auditors for the year 2023.

Special Business:

5. To consider change of Name of the Company and, if thought fit, to pass the following Resolution as Special Resolution :

“RESOLVED THAT

The name of the Company shall be **“National Housing Finance PLC”** changed from **“National Housing Finance and Investments Limited”**.

Accordingly, necessary changes shall be incorporated in the Memorandum of Association and also in the Articles of Association of the Company, specifically-

- (i) the existing Name Clause (i.e. Clause No. I) of the Memorandum of Association of the Company shall be replaced with the following Name Clause :
 - I. The name of the Company is **“NATIONAL HOUSING FINANCE PLC”**
- (ii) The Definition of or the Interpretation for the Terms **“Company”** or **“This Company”** under Article 2 of the Articles of Association of the Company shall be replaced with the following description :

“Company” or “This Company” means NATIONAL HOUSING FINANCE PLC. ”

6. To consider the matter of initiating and operating business of non-banking financial institution based on the Islami Shariah Principles solely or in addition to its traditional business of the Company and insertion of the provisions therefor in the Memorandum of Association and also in the Articles of Association and, if thought fit, to pass the following Resolution as Special Resolution :

“RESOLVED THAT

The Company shall, subject to necessary permission from regulatory authorities and upon observing necessary formalities, initiate and operate business of non-banking financial institution based on the Islami Shariah Principles, solely or in addition to its traditional business.

Accordingly,

- (i) A New Object shall be inserted under the Objects Clause (i.e. Clause No. III) of the Memorandum of Association of the Company as stated below :

“52. To carry on the business of non-banking financial institution based on the Islami Shariah Principle, solely or in addition to the traditional business, in all or selected branches or through separate windows of existing branches and to transact, undertake and conduct all necessary activities and to make all arrangements for operating business on Islami Shariah Principles.”
- (ii) A New Article shall be inserted after Article 135 of the Articles of Association of the Company under New Chapter Title **“INDEPENDENT SHARIAH SUPERVISORY COMMITTEE”** as stated below :

135A. The Board of Directors may constitute, and reconstitute from time to time, an Independent Shariah Supervisory Committee comprising members specialized in Islamic Jurisprudence, Islamic Law and/or Islamic Banking and may determine the terms of reference/ bye-laws for such Shariah Supervisory Committee. The Shariah Supervisory Committee will look after whether necessary Islami Shariah Principles are being followed at the time of carrying on the Islami Shariah based business. The Committee will also provide necessary certificate to Bangladesh Bank and other authorities, if necessary, regarding the position and status of Islami Shariah based business of the Institution.”

7. To consider making amendment in the Articles of Association of the Company for incorporating recent amendment in the Companies Act 1994 with respect to Notice Period for Annual General Meetings and, if thought fit, to pass the following Resolution as Special Resolution :

“RESOLVED THAT

In order to incorporate the recent amendment in the Companies Act 1994 with respect to Notice Period for Annual General Meetings,

The words, number and brackets **“Fourteen (14) days”** in the existing Article 76 of the Articles of Association of the Company shall be replaced with the words, number and brackets **“21 (Twenty-One) days”**.

8. To consider making amendment in the Articles of Association of the Company for insertion of provisions to facilitate holding online meetings or holding meetings through digital platform and, if thought fit, to pass the following Resolution as Special Resolution :

“RESOLVED THAT

In order to facilitate holding online meetings or holding meetings through digital platform, necessary amendments shall be incorporated in the Articles of Association of the Company, specifically-

- (i) A New Article shall be inserted after Article 74 of the Articles of Association of the Company as stated below :

74A. A General Meeting (an AGM or an EGM) may be held physically or virtually using Online/Digital Platform or through hybrid system (with a combination of physical and online attendance) as the Directors may think fit.
 - (ii) A New Article shall be inserted after Article 130 of the Articles of Association of the Company as stated below :

130A. A Meeting of Directors (whether a Meeting of AGM or a Meeting of any Board Committee) may be held physically or virtually using Online/Digital Platform or through hybrid system (with a combination of physical and online attendance) as the Directors may think fit.”
9. To consider making amendment in the Articles of Association of the Company for changing the quorum for holding Board Meetings and, if thought fit, to pass the following Resolution as Special Resolution :

“RESOLVED THAT

In order to facilitate convenience in holding Meetings of the Board with respect to Quorum, the word, number and brackets **“seven (7)”** in Existing Article 128 of the Articles of Association of the Company shall be replaced with the word, number and brackets **“5 (five)”**.

10. To consider making amendment in the Articles of Association of the Company for incorporating the provision of alternative means of dividend distribution and, if thought fit, to pass the following Resolution as Special Resolution :

“RESOLVED THAT

In order to incorporate alternative means of dividend distribution, Existing Article 142 of the Articles of Association of the Company shall be replaced with the following Article :

142. Unless otherwise directed, any dividend may be paid by cheque or dividend warrant sent through the post to the registered address or through BEFTN, MFS and any other payment mode approved by Bangladesh Bank and other regulators, to the member or person entitled or in case of joint holders to that one of them first named in the Register of Members in respect of the joint holding. Every such dividend shall be made payable to order of the person to whom it is sent. The Company shall not be liable or responsible for any cheque or dividend warrant lost in transmission or for any dividend lost to the member or person entitled thereto by the forged endorsement of any cheque or dividend warrant or the fraudulent or improper recovery thereof by any other means. The Company shall also not be liable or responsible for any account information error in case of BEFTN, MFS and any other payment mode.”

11. To consider making amendment in the Articles of Association of the Company for inserting new provision in order to incorporate recent amendment in the Companies Act 1994 with respect to appointment of liquidator and, if thought fit, to pass the following Resolution as Special Resolution :

“RESOLVED THAT

A New Paragraph shall be inserted after Paragraph (b) under Article 168 of the Articles of Association of the Company as stated below :

(c) Creditors may object to the appointment of a liquidator appointed by court at their first meeting after the commencement of winding-up proceedings of the company.”


12. To consider adoption of an Amended Version of the Memorandum and Articles of Association of the Company incorporating all the amendments approved in this meeting and, if thought fit, to pass the following Resolution as Special Resolution :

“RESOLVED THAT

An Amended Version of the Memorandum and Articles of Association of the Company incorporating all the amendments approved in this meeting shall be submitted to the regulatory authorities for obtaining necessary permission, approval and record; the Company Secretary and the Managing Director are jointly authorized to do the needful in this regard.”

All the Members / Shareholders of the Company are requested to attend the meeting.

By order of the Board


(Md. Sarwar Kamal FCS)
Company Secretary

Dated: April 17, 2023

Notes:

- (i) Record Date is May 15, 2023. Members, whose names appeared on the Depository/Members Register as on **“Record Date”** i.e. May 15, 2023 are eligible to attend and vote at the AGM and also receive cash dividend, if any.
- (ii) The Members will be able to submit their questions/comments and vote electronically 72 hours before commencement of the AGM and during the AGM. For logging in to the system, the Members need to put their 16-digit Beneficial Owner (BO) ID number and other credential as proof of their identity by visiting the link <http://nhfil24agm.digitalagmbd.net>
- (iii) We encourage the Members to log in to the system prior to the meeting start time of 12.00 PM (Dhaka time) on 11th June, 2023. Please allow ample time to login and establish your connectivity. The webcast will start at 12:00 PM (Dhaka Time). Please contact 01911874308 for any technical difficulties in accessing the virtual meeting.
- (iv) A shareholder may, as per Article 98 of the Articles of Association of the Company, appoint Proxy to attend on a pool and to vote instead of him/her. The instrument for appointing a proxy and the Power of Attorney, where applicable, must be sent through email to the Registered Office at share@nationalhousingbd.com at least 72 hours before the time of holding the meeting. The Proxy Form must be affixed with stamp(s) of Tk. 100.00.
- (v) Members are requested to notify e-mail address, through their respective Depository Participants well in time.
- (vi) The members whose BO Accounts are not furnished with 12 digits e-TIN number before the Record Date, disbursement of his/her dividend will be subject to deduction of Advance Income Tax (AIT) 15% instead of 10% (for individual) as per Section 54 of the amended Income Tax Ordinance, 1984.
- (vii) Pursuant to the clause 9(1) of the BSEC notification No. BSEC/CMRRCD/2006-158/208/Admin/81 dated 20th June, 2018, soft copy of Annual Report 2022 will be sent through e-mail as per registered e-mail ID received from CDBL. The soft copy of the Annual Report 2022 will also be available on the company's website at: www.nationalhousingbd.com.