

BOOKLET OF THE EGM

FUTURE OF PAYMENTS





Information Technology Consultants Limited

Evergreen Plaza (3rd Floor) 260/B, Tejgaon I/A, Dhaka-1208.



Notice of the Extra - Ordinary General Meeting (EGM)

(Virtual EGM through Digital Platform)

Link: <http://itclegm.digitalegmbd.net>

Notice is hereby given to the Shareholders of **Information Technology Consultants Limited** that an Extra-Ordinary General Meeting (EGM) of the Company will be held virtually by using Digital Platform on Wednesday, April 26, 2023, at 10:30 a.m. to transact the following business:

Agenda:

Pursuant to the provision of Clause (2) of the BSEC Notification vide No. BSEC/CMRRCD/2009-193/10/Admin/118 dated 22 March 2021, to consider and, if thought fit, pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT

Commercial Plots of 20.065 Kathas having the following description (and detailed in the Booklet of the EGM) shall be purchased by Information Technology Consultants Limited from M/s. House of Sunshine Knitwear Ltd.:

Plot Number 35/Kha situated at Tejgaon Industrial Area, Dhaka: 10.478 Kathas

Plot Number 36/Kha situated at Tejgaon Industrial Area, Dhaka: 9.587 Kathas

Combined Total Land Area: 20.065 Kathas

at Mouza Value of Taka 35.00 (Thirty Five) Crores;

All Incidental Charges for Registration of Sale Deed and other miscellaneous expenses including costs for issuance of Certified Copy of Sales/Purchase Deed shall be borne by Information Technology Consultants Limited in addition to the purchase consideration;

The Deed of Sales/Purchase shall be signed and Registration Formalities shall be done for and on behalf of Information Technology Consultants Limited by its Managing Director & CEO Dr. Kazi Saifuddin Munir;

and

Information Technology Consultants Limited shall start construction of a multi-storied building to be named as "ITC Tower" having Ground Floor + 13 Floors + 2 Basements and the proposed building shall be equipped with modern IT infrastructure and multiple state-of-the-art data centers under a Project to be titled as "ITC Tower Project" with the total Project Cost of Taka 280 (Two Hundred Eighty) Crores (including cost of purchasing the land and registrations thereof) which is more than 50% of the total tangible assets of the Company as shown in the Statement of Financial Position as of the end of the financial year 2021-22.

and

Information Technology Consultants Limited shall purchase the proposed land from Company's own source of fund and shall construct modern architectural building, necessary equipment, data center, furniture fixture, fire-fighting equipment, IT equipment, etc. with total project cost of Taka 280 (Two Hundred Eighty) Crores. The company will bear Taka 76.00 (Seventy Six) Crores from Company's own source and remaining project cost Taka 204.00 (Two Hundred Four) Crores shall be mitigated by Bank Finance under phase by phase as Term Loan [1st Phase: 50.00 (Fifty) Crores, 2nd Phase: 57.00 (Fifty Seven) Crores and 3rd Phase: 97.00 (Ninety Seven) Crores]."

By order of the Board



Anindya Sarkar FCS
Company Secretary

Dated: Dhaka
April 04, 2023

Notes:

1. The Record Date of the Company is April 02, 2023 and the Shareholders with names in the Register of Members or in the Depository Register on the Record Date will be eligible to join the virtual EGM.
2. A member entitled to attend and vote in the Extra Ordinary General Meeting (EGM) is also entitled to appoint a proxy to join the meeting and vote on his/her behalf. The proxy form duly completed, must be affixed with a revenue stamp of TK. 100/- and to be deposited at the Registered Office of the Company not later than 48 hours before the meeting.
3. Pursuant to the BSEC notification, the soft copy of the Notice of EGM is being sent to the e-mail addresses of the shareholders available in the BO account maintained with the Depository. The Notice of EGM is also available in the Website of the Company at www.itcbd.com

Details regarding proposed Resolution

Pursuant to the provision of Clause (2) of the BSEC Notification vide No. BSEC/CMRRC-D/2009-193/10/Admin/118 dated 22 March 2021 regarding to purchase Land and to Construct a Multi-storied Building of the Company which is more than 50% of the total tangible assets as shown in the statement of Financial Position as of end of the financial year 2021-2022, the Board of Directors of the Company at its meeting held on March 09, 2023 at 3:00 p.m. has taken the following decisions with regard to purchase of Land, Construction of Building, Source of Funds subject to approval of the shareholders of the Company:

• Purchase of Land, Construction of Multi-storied Building and Source of Funds:

Purchase of Land:

Information Technology Consultants Limited will purchase commercial Plots Number: 35/Kha (Thirty Five/Kha) & 36/Kha (Thirty Six/Kha) at Tejgaon Industrial Area, Dhaka total 20.065 Kathas from M/s. House of Sunshine Knitwear Ltd. Mouza valuing at Taka 35 (Thirty Five) Crores from company's own source subject to approval of the Shareholders.

The details of land area are follows:

1)	Plot number: 35/Kha total land area:	10.478 katha
2)	Plot number: 36/Kha total land area:	9.587 katha
	Combined total Land:	20.065 kathas

Besides the above purchase consideration, Information Technology Consultants Limited will also bear all incidental charges for Registration of Sale Deed and other miscellaneous expenses including issue of certified copy of Sales/Purchase Deed.

The Deed of Land and Registration formalities will be signed for and on behalf of, Information Technology Consultants Limited by Dr. Kazi Saifuddin Munir, Managing Director & CEO.

Construction of Building:

Information Technology Consultants Limited will start construction of a multi-storied building having Ground Floor + 13 floors + 2 Basements and has decided to name the project as "ITC Tower Project" and name of the proposed tower shall be "ITC Tower". The proposed building will be equipped with modern IT infrastructure & multiple state-of-the-art data centers with the total project cost of Tk. 280 (Two Hundred Eighty) Crores including cost of land which is more than 50% of the total tangible assets as shown in the statement of Financial Position as of end of the financial year 2021-2022 subject to approval of the Shareholders.

Source of Funds:

Information Technology Consultants Limited shall purchase the proposed land from Company's own source of fund and shall construct modern architectural building equipped with necessary technical equipment, data center, furniture & fixture, fire-fighting equipment and IT equipment, etc. The total project cost would stand around Taka 280 (Two Hundred Eighty) Crores. The Company will bear Taka 76 (Seventy Six) Crores from its own source and the remaining project cost of Taka 204 (Two Hundred Four) Crores shall be mitigated phase by phase through Bank Finance under Term Loans [1st Phase: 50 (Fifty) Crores, 2nd Phase: 57 (Fifty Seven) Crores and 3rd Phase: 97 (Ninety Seven) Crores subject to approval of the Shareholders.



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PROXY FORM

I/We
Of.....being a member of **Information Technology Consultants Ltd.**
and entitled to vote, hereby appoint Mr./Mrs./Miss.....
of as my/our
proxy to attend and vote for me/us and on my/our behalf at the Extra Ordinary General Meeting (EGM) of
the Company to be held through virtual participation on Wednesday, April 26, 2023 at 10:30 a.m. under
digital mode as per regulatory guidelines.

Signature of Shareholder

Revenue
Stamp
100.00

Signature of proxy

Dated.....2023

BO A/C No.

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No. of Shares:

Note:

- 1) This Form of Proxy, duly completed and signed must be deposited at least 48 hours before the meeting at the Company's registered office. Proxy is invalid if not signed and stamped as explained above.
- 2) Signature of the Shareholder must be in accordance with Specimen Signature recorded with the Company.



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Evergreen Plaza (3rd Floor) 260/B, Tejgaon I/A, Dhaka-1208.

ATTENDANCE SLIP FOR VIRTUAL REGISTRATION

I do hereby record my/our attendance at the Extra Ordinary General Meeting (EGM) of ITC to be held
virtually under digital participation on Wednesday, April 26, 2023, at 10:30 a.m. Name of the Member/
Shareholder/ Proxy.....

BO ID:

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Signature.....

Date.....

N.B.: Shareholders attending the Meeting in person or by Proxy under virtual platform are requested
to complete the Attendance Slip and deposit the same at the Registered Office of the Company before
the meeting.

 **Information Technology Consultants Ltd.**

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