

## NOTICE OF THE 6<sup>th</sup> EXTRAORDINARY GENERAL MEETING

Notice is hereby given to members that the **6th Extraordinary General Meeting (EGM)** of **Navana Pharmaceuticals Limited** will be held on Monday, July 31, 2023 at 12:00 Noon virtually by using digital platform through the link <http://navanaphar.digitalegmbd.net> in accordance with the BSEC's Order No. SEC/SRMIC/94-231/91 dated March 31, 2021, to transact the following businesses: :

### AGENDA

**Agenda-01: To approve issuance of BDT. 150 Crore Unsecured, Coupon bearing bond with 60% Conversion Feature:**

**“Resolved that** the proposal for issuance of Unsecured, Coupon bearing bond with 60% Conversion Feature Amounting **BDT 1,500,000,000 (Taka One Hundred Fifty Crore)** to be issued by Navana Pharmaceuticals Limited with following features subject to approval from the Bangladesh Securities and Exchange Commission be and is hereby approved as follows:

Name of the Instrument	Unsecured, Coupon bearing bond with 60% Conversion Feature													
Issue Size	BDT 1,500,000,000 (One hundred and Fifty Crore) only													
Face Value	BDT 1,00,000 (One Lac) only													
Mode of Offer	Private Offer													
Tenor	5 Years													
Coupon Rate	Floating rate with floor 8%p.a. & Ceiling 10%p.a.													
Payment Frequency	Semi - annual payment													
Redemption	<p>Total 40% of the Face Value (i.e.; BDT 600,000,000) of the issue will be redeemed in 5 equal annual installments.</p> <p>An amount of BDT 120,000,000 will be redeemed at the end of each year starting from the end of first year.</p>													
Conversion Option	<p>Total 60% of the Face Value (i.e., BDT 900,000,000) of the Issue Size Shall be converted into Ordinary Shares of Navana Pharmaceuticals Limited.</p> <p>The Conversion will be done annually starting from the end of 3<sup>rd</sup> Year in following manner:</p> <table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="width: 50%;">Year</th> <th style="width: 50%;">Conversion</th> </tr> </thead> <tbody> <tr> <td style="text-align: center;">1</td> <td style="text-align: center;">-</td> </tr> <tr> <td style="text-align: center;">2</td> <td style="text-align: center;">-</td> </tr> <tr> <td style="text-align: center;">3</td> <td style="text-align: center;">20% of the Face Value</td> </tr> <tr> <td style="text-align: center;">4</td> <td style="text-align: center;">20% of the Face Value</td> </tr> <tr> <td style="text-align: center;">5</td> <td style="text-align: center;">20% of the Face Value</td> </tr> </tbody> </table>		Year	Conversion	1	-	2	-	3	20% of the Face Value	4	20% of the Face Value	5	20% of the Face Value
Year	Conversion													
1	-													
2	-													
3	20% of the Face Value													
4	20% of the Face Value													
5	20% of the Face Value													

**Agenda-02: To approve change in the Use of Proceeds of IPO Partially:**

**“Resolved that** the proposal for change in the Use of Proceeds of IPO Partially regarding Construction of new General Production Building, which constitutes Tk. 23.24 Cr. (31%) of the total IPO proceeds of Tk. 75 Cr., and replace it with Modernization and Expansion of the small volume parenterals and ophthalmics (SVPO) Facility for Tk. 13.12 Cr. along with similar Modernization and Expansion of General Liquid Facility with Dispensing Area for Tk. 4.68 Cr., Modernization and expansion of Animal Health Facility for Tk. 5.44 Cr. Total **Tk. 23.24 Cr.** The balance use of proceeds of the IPO as approved prospectus remain the same as recommended by the Board of Directors of the Company subject to approval from the Bangladesh Securities and Exchange Commission be and is hereby approved.”



EGM QR-Code

Dated: July 07, 2023

By order of the Board

**JOYNUL ABEDIN ACS**

Company Secretary

**Notes:**

- (1) The 'Record Date' in lieu of Book Closure was fixed on **Wednesday, 05 July, 2023.**
- (2) The shareholders whose name appeared in the Depository Register (CDBL) or register of the member of the company on the "Record Date" **i.e. 05 July 2023** will be entitled to attend in the Extraordinary General Meeting.
- (3) A member, eligible to attend & vote the EGM, may appoint a proxy to attend and vote on his/her behalf. The instrument appointing Proxy to be duly signed and affixed by the members with a revenue stamp of Tk. 20 must be submitted to the Share Office of the company at least 72 hours before EGM. Members may download Proxy Form from the Company's website (i.e. [www.navanapharma.com](http://www.navanapharma.com)).
- (4) Link for joining EGM through Digital Platform is <http://navanaphar.digitalegmbd.net> The Details procedures to participate in the virtual meeting have provided in the company's website at [www.navanapharma.com](http://www.navanapharma.com), Investor's Relationship Dept. as well as the link has already e-mailed to the respective members e-mail address which is available in the Depository Register as per record date. Members can join the Virtual Extraordinary General Meeting using their laptop, PC, Mobile, or Tab providing their respective Name, 16-Digit BO ID/folio number, and No. of Shares.
- (5) The members will be able to submit their questions/comments and vote electronically 48 hours before commencement of the EGM and during the EGM.
- (6) In Compliance with BSEC Notification No. BSEC/CMRRCD/2006-158/208/Admin/81 dated 20 June 2018 Proxy Form along with the Notice sent in soft Form to the Members' registered e-mail address linked with their respective BO ID as on record date.