

Notice of the 30th Annual General Meeting (AGM)

Notice is hereby given to all the members of IDLC Finance Limited (IDLC) that the 30th Annual General Meeting (AGM) of the Company will be held on **Monday, March 30, 2015 at 10.00 a.m. at "Utshab", Radisson BLU Dhaka Water Garden Hotel, Airport Road, Dhaka Cantonment, Dhaka 1206**, to transact the following business:

Ordinary business:

- AO1530-01 Adoption of Directors' Report, Auditors' Report and Audited Financial Statements for the year ended December 31, 2014;
- AO1530-02 Declaration of dividend for the year 2014 as recommended by the Board;
- AO1530-03 Election of Directors; and
- AO1530-04 Appointment of auditors of the Company until the conclusion of the next Annual General Meeting (AGM) and fixation of their remuneration.

Special business:

- AS1530-01 Approval for raising the paid-up capital of the Company by issuing Right Shares at the ratio of 1R: 2, (i.e. one Right Share for every two existing Ordinary Shares held) at an issue price of BDT 20 each (including a premium of BDT 10 per share) after giving effect of stock dividend, subject to the approval by the shareholders and regulatory authorities.
- AS1530-02 Approval for issuance of Bonds (Zero Coupon/ Fixed Rate Coupon/ Floating Rate Coupon) for an amount of BDT 500 crore, in phases, for the tenure ranging from 3-7 years, subject to the approval of the regulatory authorities.

By order of the Board

Sd/-

Mohammad Jobair Rahman Khan
Group Company Secretary

Dated: March 05, 2015

Notes:

1. The "Record Date" in lieu of Book Closure for the AGM is **Monday, March 09, 2015**. The Shareholders whose names would appear in the Register of Members of the Company and/or in the Depository on the 'Record Date' will be eligible to attend the 30th AGM and entitled to Dividend as mentioned above.
Moreover, another "Record Date" for entitlement of the proposed Right Share offer will be notified later on after obtaining approval from BSEC.
2. A Member may appoint a proxy to attend and vote in his place by filling proxy form as per Article 103 of the Articles of Association of the Company. The proxy form, duly completed and stamped, must be deposited at the office not later than 48 hours before the time scheduled for holding the meeting.
3. Pursuant to Article 81 of the Articles of Association, a corporate member of the Company, by resolution of the Board of Directors or other Governing Body of such body corporate, may authorize such person as it thinks fit, to act as representative at any meeting of the members of the Company.
4. Annual Report, Attendance Slip and Proxy Form along with the Notice will be sent to all the Members by Courier Service/Post. The Members may also collect the Proxy Form from the Registered Office of the Company.
5. Members/proxies are requested to register their entry at the AGM in the counter at the entrance of the AGM venue from 9.00 a.m. on March 30, 2015.