

# MINUTES OF THE ANNUAL GENERAL MEETING OF UGANDA CLAYS LIMITED HELD AT THE KAMPALA SHERATON HOTEL ON FRIDAY 26 JULY 2019 AT 2:30 PM

#### **DIRECTORS PRESENT**

Eng. Martin Kasekende	Chairman
Mr. Bayo Folayan	Member
Mrs. Peninnah Tukamwesiga	Member
Mr. Joseph Tukuratiire	Member
Mrs. Marion Adengo Muyobo	Member
Ms Florence Namatta Mawejje	Member
Mr. Richard Byarugaba	Member
Mr. George Inholo	Managing Director

#### DIRECTOR ABSENT WITH APOLOGY

Dr. Martin Aliker

Member

#### LIST OF MEMBERS PRESENT

The list of members who attended the meeting is attached to the minutes.

#### IN ATTENDANCE

Mr. Matthais Nalyanya	Lex Uganda Advocates, Secretary
Ms. Gloria N. Erimu	Lex Uganda Advocates, Secretary
Mr. Phillmon Dramani	Lex Uganda Advocates, Secretary
Mr. Julius Tumuhimbise	Jim Roberts & Associates, External Auditors
Mr. Julius Okurut	Jim Roberts & Associates, External Auditors
Mrs. Christine Okalebo	Jim Roberts & Associates, External Auditors

#### MIN.1/AGM/2019: ADOPTION OF AGENDA

The following agenda was adopted: -

- 1. Adoption of the Agenda.
- 2. To receive and confirm the minutes of the meeting held on 28 June 2018.
- 3. To receive and consider the Director's report and audited financial statements for the year ended 31 December, 2018 together with the report of the auditors.
- 4. To rotate and elect Directors in accordance with Articles of Association of the Company and determine their remuneration.
- 5. To appoint auditors for the next year ending 31 December 2019 and authorize the Directors to fix their remuneration.
- 6. To consider any other business for which notice has been given to the Secretary at least 48 hours before the meetin

#### MIN.2/AGM/2019: MINUTES OF PREVIOUS ANNUAL GENERAL MEETING

The meeting considered the minutes of the Annual General Meeting held on the 28th June 2018 and adopted them as a true record of the meeting, save for some corrections in the names and contact details of those who attended.

#### MIN.3/AGM/2019: TO RECEIVE AND CONSIDER THE DIRECTORS' REPORT AND AUDITED FINANCIAL STATE-MENTS FOR THE YEAR ENDED 31 DECEMBER 2018 TOGETHER WITH THE REPORT OF THE AUDITORS.

#### 3.1 Chairman's Statement

The Chairman presented his statement on pages 4 to 9 of the Annual Report and highlighted the following:

- 3.1.1 The Company had registered a revenue growth of UGX 30,060,000,000 compared to UGX 27,200,000,000 in the year ended 31st December 2017. This growth which represented an 11% improvement was driven by emphasizing production and sale of fast-moving products.
- 3.1.2 The Company made a net profit of UGX 1,900,000,000. This was the third consecutive year for the company to have profitable results. The Company was therefore able to declare a dividend of UGX 1 per share for the year ended December 2018.
- 3.1.3 The Company had previously acquired a shareholder loan from the National Social Security Fund (NSSF). The loan and interest were capped at UGX 20,600,000,000 effective 30th June 2015. The Company and NSSF had agreed in principle to convert the loan and interest into equity subject to approvals from Shareholders, Uganda Securities Exchange and the Capital Markets Authority.
- 3.1.4 The Court case filed against Uganda National Road's Authority (UNRA) for compensation for the surface value of the land and the economic loss resulting from an expropriation of 12 acres of land from Uganda Clays Limited for the construction of the Kampala – Entebbe Express Way was still ongoing. He expressed confidence that the claim would be resolved in favour of the Company.

#### 3.2 Managing Director's Statement

The Managing Director presented his statement on pages 10-15 of the Annual Report and the following were the key highlights:

- 3.2.1 The revenue for the year grew from UGX 27,200,000,000 in 2017 to UGX 30,060,000,000 in 2018, representing a growth of 11%.
- 3.2.2 The Company's gross margin reduced from 37% in 2017 to 35% in 2018. This was mainly attributed to the high cost of production which included importation of factory spares and high coffee husk prices during the coffee off season.
- 3.2.3 The main drivers of the cost of production in Kajjansi were transportation costs, clay processing costs and staff salaries and allowances, whereas the main driver of costs in Kamonkoli was depreciation which contributed to 33.4% of the total costs.
- 3.2.4 The Company had partnered with a third-party agent to increase the Company's presence on WhatsApp, Twitter and LinkedIn due to the continued use and relevance of social media to today's consumer. We hope that this move will improve sales.
- 3.2.5 In the bid to be closer to the customer, the Company appointed new dealer agencies in various parts of the country including Muyenga, Kabale, Arua, Lira and Gulu and revamped the agencies in Jinja and Soroti.

#### 3.3. Directors' Report

The Company Secretary presented the Directors' report on pages 58-59 of the Annual Report. The Directors recommended payment of a dividend of UGX 1 per share for the year ended 31st December 2018.

#### 3.4 Report and Opinion of External Auditors

The Report and Opinion of the external auditors M/s Jim Roberts & Associates was presented by Mr. Julius Tumuhimbise. According to the report and opinion which was unqualified:

- 3.4.1 The financial statements presented fairly, in all material aspects, the financial position of Uganda Clays Limited as at 31st December 2018, and its financial performance and cash flows for the year ended. The financial statements were in accordance with International Financial Reporting Standards and the requirements of the Companies Act, 2012.
- 3.4.2 The external auditors had obtained all the information and explanations necessary for the audit and in their opinion, proper books of account had been kept by the Company and the Company's statement of financial position and statement of profit and loss were in agreement with the books of account.

#### 3.5 Financial Statements

The Head of Finance presented the audited financial statements of the Company for the year ended 31st December 2018 and highlighted the following:

- 3.5.1 The total revenues for the year were UGX 30,064,148,000 compared to UGX 27,201,533,000 in 2017.
- 3.5.2 The gross profit was UGX 10,660,132,000.
- 3.5.3 The total expenses were UGX 8,544,879,000 compared to UGX 7,832,953,000 in 2017.
- 3.5.4 The Company made a net profit of UGX 1,987,364,000 compared to a profit of UGX 2,395,217,000 in 2017.

#### 3.6 Reactions from Members

Some of the members raised queries from the various reports presented which were answered as follows:

Query 1:	A member inquired into the measures that the management of the Company had put in place to control the high production costs at Kamonkoli factory.
Answer:	The Managing Director informed the meeting that there is a plan to address cost of production and the cost of doing business in general.
Query 2:	A member noted that the planned debt-equity conversion had not yet been effected. He asked when the conversion would be effected because the delay was creating anxiety and uncertainty among stakehold-ers.
Answer:	The Chairman of the Board of Directors informed the meeting that the loan and interest had been capped at UGX 20,600,000,000 with effect from 30-6-2015. However, the debt-equity conversion process would involve the simultaneous introduction of a suitable strategic investor. Once this is done, the shareholders and other stakeholders would be informed at
Query 3:	A member noted that the Company had declared a dividend of only UGX 1 per share and stated that the nature of dividends being declared was a reflection of the Company's lack of competiveness on the market. The Company needed to make improvements in this area.
Answer:	The Managing Director informed the meeting that the Company had put in place measures to improve competitiveness. This included improving customer care, raising the bar on research and development, the introduction of e-commerce and compliance with quality standards.



Query 4:	A member asked for an explanation as to why the external auditors were not applying the IFRS 9 financial reporting standard in the preparation of the accounts.
Answer:	The Head of Finance explained that the use of IFRS 9 financial reporting standard was not mandatory for the Company at the time but this had been noted and discussed during the external audit and manage- ment would implement the standard fully in the following year – 2019.
Query 5:	A member noted that the Government of Uganda was building low cost housing for victims of landslides in Bududa district. He asked why the management of the Company had not partnered with the Government in that project.
Answer:	The Managing Director informed the meeting that Sales and Marketing Department would look into the possibility of partnering with Government in that project.
Query 6:	A member inquired into the process and the criteria of electing the Chairperson of the Board of Directors.
Answer:	The Company Secretary explained that according to the Company's Memorandum and Articles of As- sociation, the power to elect the members of the Board of Directors is vested in shareholders but the power to elect Chairperson of the Board of Directors is vested in the Directors.
Query 7:	A member inquired as to whether the Company had looked into selling products in South Sudan and Rwanda.
Answer:	The Managing Director informed the meeting that the Company previously had a sales outlet in Juba but closed it after civil war broke out in South Sudan. The Company would go back there once the situation stabilizes. There were efforts to enter the Rwandan market.
Query 8:	A member wondered why inspite of its modern technology, Kamonkli factory was operating below capac- ity. He stated that there was need to maximize the technology at Kamonkoli.
Answer:	The Managing Director that the Kamonkoli factory was producing below capacity because it was incom- plete. There was need to raise a certain amount of capex to install additional components in the factory to improve efficiency.

### 3.7 Adoption of Financial Statement and Reports

The meeting unanimously resolved to adopt the financial statements for the year ended 31st December 2018 and all the reports in the Annual Report.

## MIN. 4/AGM/2019: TO APPROVE AND DECLARE A FINAL DIVIDEND OF UGX 1 PER SHARE FOR THE YEAR ENDED 31 DECEMBER 2018

- 4.1 The Directors proposed a declaration of a dividend of UGX 1 per share for the year ended 31 December 2018 to be paid out of a net profit UGX 1,987,364,000.
- 4.2 The members considered and unanimously approved the declaration of a dividend of UGX 1 per share for the year ended 31 December 2018.

#### MIN. 5/AGM/2019: ROTATION AND ELECTION OF DIRECTORS

- 5. The Company Secretary informed the meeting that:
- 5.1 According to article 69 of the Company's Articles of Association, one half of the Directors of [excluding the Managing Director] retires every year but are eligible for re-election. The Directors to retire every year are those that have been longest in office. There are currently nine directors after the demise of Dr. Ijuka Kabumba, although the maximum number allowed under article 69 is ten.
- 5.2 According to the dates of appointment, the Directors due to retire were: Dr. Martin Aliker, Mr. Joseph Tukuratiire and Eng. Martin S Kasekende. Eng. Martin S Kasekende and Mr. Joseph Tukuratiire had expressed willingness to continue in office. The Board of Directors recommended their re-election.
- 5.3 The retiring Directors were individually presented to the shareholders for re-election as follows:
- (i) Eng. Martin Kasekede was proposed for re-election and the meeting voted to re-elect him as a Director.
- (ii) Mr. Joseph Tukuratiire was proposed for re-election and the meeting voted to re-elect him as a Director.
- 5.4 The Company Secretary informed the meeting that the remaining positions on the Board which had been held by Dr. Martin Aliker and the late Dr. Ijuka Kabumba needed to be filled.
- 5.5 The Board of Directors recommended for the election Mr. Henry Ngabirano and Dr. Tom Mutyabule. They were presented for election as follows:
- (i) Mr. Henry Ngabirano was proposed for election and the meeting voted to elect him as Director.
- (ii) Dr. Tom Mutyabule was proposed for election and the meeting voted to elect him as a Director.

## MIN.6/AGM/2019: TO APPOINT M/S PKF UGANDA CERTIFIED PUBLIC ACCOUNTANTS AS AUDITORS FOR THE YEAR ENDING 31 DECEMBER 2019 AND AUTHORIZE THE DIRECTORS TO FIX THEIR REMUNERATION

- 6. The Company Secretary informed the meeting that:
- 6.1.1 According to the Company's Articles of Association, external auditors were appointed annually in a general meeting. The current external auditors, Jim Roberts & Associates were first appointed at the AGM of 17-10-2014 and were re-appointed in the AGMs of 9-12-2015, 9-12-2016, 7-7-2017 and 28-6-2018. They had provided external audit services to the Company in respect of the financial years 2014, 2015, 2016, 2017 and 2018.



- 6.1.2 M/s Jim Roberts & Associates had rendered satisfactory services to the Company. In keeping with international best practice, the Board resolved to recommend new external auditors for the financial year 2019.
- 6.1.3 Following a selection process, the Board of Directors resolved to propose the appointment of M/s PKF Uganda Certified Public Accountants as the Company's external auditors for the financial year 2019.
- 6.2 The meeting resolved to appoint PKF Uganda-Certified Public Accountants as the Company's external auditors for the year ending 31st December 2019.
- 6.3 The meeting further resolved to authorize the Directors of the Company to negotiate and fix the remuneration of the external auditors.

#### MIN.6/AGM/2019: ANY OTHER BUSINESS

There being no other business to discuss, the meeting ended at 5:10 pm.

CONFIRMED this\_\_\_\_\_\_day of \_\_\_\_\_2020 as a true record of the meeting.

\_\_\_\_\_ CHAIRMAN

\_\_\_\_\_ SECRETARY

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