



Extraordinary General Meeting (EGM) - 2022



Tamijuddin Textile Mills Limited

Anabil Tower, 14th & 15th Floor, Plot: 03, Block # NW (J), Kemal Ataturk Avenue, Gulshan-02, Dhaka-1212.



NOTICE OF THE EXTRAORDINARY GENERAL MEETING (EGM)

Notice is hereby given that the Extraordinary General Meeting (EGM) of the Shareholders of Tamijuddin Textile Mills Ltd. will be held on Thursday, December 22, 2022 at 11:45 A.M. by through "Digital Platform".by using the link <https://tamijuddintex-agm-egm.bdvirtual.com> to transact following resolutions as special resolutions:

Agenda: To consider amendment/alteration/addition/replacement in the existing Memorandum of Association and Articles of Association of the company.

Following resolutions to be passed if thinks fit as Special Resolution with or without modification:

A.	Name Change	"RESOLVED THAT the registered name of the Company be and is hereby changed to "Tamijuddin Textile Mills PLC" from existing "Tamijuddin Textile Mills Limited" under Clause-I of the memorandum of association of the company to comply with the Companies Act 1994 (2nd amendment 2020) subject to approval of the regulatory authorities."
B.	Address Change in Memorandum of Association	"RESOLVED THAT the address clause of the company under clause-II be and is hereby changed to "The registered office of the company shall be situated in Bangladesh" from the existing clause-II "Registered Office of the company will be situated in the province of East Pakistan" In memorandum of association."
C.	Object Clause amend/alter/addition	"RESOLVED THAT pursuant to the section 12 of Companies Act-1994 a New Objectives under Clause -III of the Memorandum of Association of the Company be and is hereby amend/alter/addition the existing clause-3 to be read as annexed herewith "annexure-A" subject to the approval of the regulatory bodies".
D.	Increase of Authorized Capital	"RESOLVED THAT the authorized capital of the company be & is hereby enhanced to Tk. 100,00,00,000/- (Tk. one hundred crore) divided into 10,00,00,000 (ten crore) ordinary shares of Tk. 10/- each from existing Tk.35,00,00,000/- (Tk. thirty-five crores) divided into 3,50,00,000 ordinary shares of Tk. 10/- each".
E.	Change th Capital Clause	"RESOLVED THAT the existing clause "V" in the Memorandum of Association of the company be & is hereby amended/replaced to read as follows: "The Share capital of the company is Tk.100,00,00,000/- (Tk. One hundred crores) only divided into 10,00,00,000 (ten crore) ordinary shares of Tk. 10/- (Taka ten) each with power to increase, reduce or cancel the capital or any portion thereof and to divide the shares of the company from time to time into several classes and to attach thereto respectively any preferential, deferred, qualified or other special rights, privileges or condition and upon the subdivision or consolidation of any share or share to apportion the rights to participate in profits in any manners as between the shares resulting from such subdivision as my be prescribed by the Article of Association of the company."
F.	Replace/Alter the Existing Articles of Association	"RESOLVED THAT pursuant to the section 20 of Companies Act-1994 a new articles of association of the company be and is hereby approved to be read as annexed herewith "annexure-B" subject to the approval of the regulatory bodies"

G.	Newly Printed Memorandum and Articles of Association	" RESOLVED THAT a newly Printed Memorandum & Articles of Association be and is hereby approved to be read as annexed herewith "Annexure-"A & B" be filed with the Registrar of Joint Stock Companies & Firms, Dhaka for Record."
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Dhaka
November 30, 2022

By Order of the Board
Sd/-
Bidyut Kumar Roy
Company Secretary

NOTES:

- i. The record date in lieu of Book-Closure was on 14 November, 2022.
- ii. The Shareholders' whose name would appear in the Share Register of the Company and in the Depository register on the Record date will be eligible to join the virtual EGM, to submit their questions/comments/ and vote electrically 24 hours before commencement of the EGM and during the EGM. For logging into 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 <https://tamijuddintex-agm-egm.bdvirtualagm.com>.
- iii. Link for joining the EGM through the given link and detail login process will be notified to the respective Member through e-mail.
- iv. EGM Report (Annexure A& B) of the company will be available at the company's website at <http://www.tamijuddintextile.com>.
- v. Pursuant to the Bangladesh Securities and Exchange Commission Notification No BSEC/CMRRCD/2006-158/208/Admin/dated June 03, 2018; EGM Report of the company shall be sent to the respective e-mail address of shareholders in their mentioned BO account holders with the depository.
- vi. Special Note: In compliance with Bangladesh Securities and Exchange Commission's Circular No. SEC/CMRRCD/2009-193/154 dated October 24, 2013 no gift/gift Coupon/food box/benefit in cash or kind shall be distributed/paid to the shareholders for attending the Extra-ordinary General Meeting.



Annexure-A

PROPOSED AMENDMENT OF MEMORANDUM OF ASSOCIATION AND ARTICLES OF ASSOCIATION

INCORPORATED UNDER THE COMPANIES ACT, 1913 A COMPANY LIMITED BY SHARES MEMORANDUM OF ASSOCIATION OF TAMIJUDDIN TEXTILE MILLS LIMITED	THE COMPANIES ACT, 1994 (ACT XVIII OF 1994) A PUBLIC COMPANY LIMITED BY SHARES MEMORANDUM OF ASSOCIATION OF Tamijuddin Textile Mills PLC.
1. The name of the Company is Tamijuddin Textile Mills Limited.	I. The name of the company is Tamijuddin Textile Mills PLC.
2. The Registered Office of the company will be situated in the province of East Pakistan.	II. The registered office of the company shall be situated in Bangladesh.
3. The objects for which the company is established are:-	III. The objects for which the company is established are all or any of the following:
(i) To carry on the Business of Spinners, Weavers, manufacturers Ginners, pressers, packers and balers of cotton, silk, jute, hemp, artificial silk, wool and any other fibrous materials and cultivation thereof and the business of weaving, knitting or otherwise manufacturing, bleaching, printing and selling yarn, cloth, hosiery and waste products and other goods and fabrics whether textile, netted or looped and other fibrous materials, yarn, cloth, linen, hosiery and other goods or merchandise made thereof, and generally to carry on the business of silk and cotton spinners and doublers, linen manufacturers, silk cotton, flax, hemp, jute, artificial silk, wool, yarn and cloth merchants, bleachers and dyers, mineral Khak Dyers, makers of vitrol, bleaching and dyeing materials and to transact all manufacturing or carrying and preparing process and mercantile business that may be necessary or expedient, and to purchase and vend raw materials and manufactured articles.	1. To set up and establish a composite textile industry to carry on the business of manufacturing textile, spinning, weaving, knitting, washing, processing, dyeing, printing, standaring, calendaring, doubling, bleaching, finishing, packaging, printing, ,embroidery, garments accessories and all of textile and garments related activities of silk, cotton, jute, wool hemp, flax hemp, nylon, polyester, acrylic yarn, waste cotton, artificial silk and any other fibrous materials procured by import buy or cultivation thereof or otherwise manufacturing and selling yarn, cloth, hosiery, linen and other goods and fabrics, merchants bleachers, dyers, makers, vitriol, bleaching and dyeing materials and to transact all manufacturing or carrying and preparing process and mercantile business that may be necessary or expedient and to purchase and band raw materials and manufactured articles.
(ii) To carry on all or any of the business of silk mercers, silk cotton spinners, cotton ginners, cloth manufacture furnishers, hosiers, manufacturers, importers and wholesale and retail dealers or and in textile fabrics of all kinds, mill owners, dress makers, tailors, balers, clothiers, outfitters, glovers and lace manufacturers in Pakistan and elsewhere in the world.	2. To establish export oriented Ready Made Garments (RMG) factory, oven, knit and sweater garments factory for making male-wears, female-wears and children-wears of various kinds, sizes and designs from the fabrics made of cotton yarn, nylon, polyester, silk, artificial silk and any other fiber materials and also to buy, sell, import, export and other-wise deal with those import and buy necessary raw materials, fabrics and accessories for that purpose and also for the aforesaid purpose acquire, establish, obtain and maintain land, building, factories, mills and establishments.
	3. To carry on the business of Quality Inspection of readymade garments, sweaters, Textile products, hosiery products, handicrafts and all

<p>(iii) To purchase, comb, prepare, spin, dye, and deal in silk cotton, Jute, flax hemp wool and any fibrous substance within and outside Pakistan.</p>	<p>other allied products as agent of foreign and local principal on commission or service charge basis.</p>
<p>(iv) To weave and otherwise manufacture, buy and sell and deal in all kinds of cloth and other goods and fabrics whether textile netted, felted or and looped.</p>	<p>4. To carry on the business of making fabrics both oven and knitted by using cotton, cotton-blend or any synthetic fiber and set up Spinning, Weaving, Knitting, Bleaching, Dying, Mercerizing, Printing, Finishing Factories, Mills and Establishment and market the products so produced.</p>
<p>(v) To carry on the business of manufacturers and dealers in water proof materials and fabrics poplines, American cloth, and all kinds of imitation leather and rubber.</p>	<p>5. To set up Spinning mills for Manufacturing Cotton, Weaving, Specialized and Allied yarns of all counts Cloths, Tetrons, Polyesters Nylon, Canvas, gibbon Synthetic Fibre and Textile Processing, Cotton processing and Textile goods of all grades, kinds and specification including textile produce from lotion, Jute Fibre and Cotton Mixed with other synthetic fibre and waste Cotton.</p>
<p>(vi) To carry on the business of drapers and furnisher in all its branches.</p>	<p>6. To set up spinning Mills and carry on the business of worsted spinning, rotor spinning, weaving, manufacturing, ginning, packing and baling of acrylic yarn, cotton, silk, jute, hemp, artificial silk, wool, flax and any other fibrous materials and cultivation thereof and the business of spinning, weaving, knitting or otherwise manufacturing bleaching, dyeing, printing, calendaring and selling yarn, cloth, hosiery, linen and other goods and fabrics whether textile, netted or looped and of buying, selling and dealing in cotton and other fibrous materials, yarn, cloth, linen, hosiery and other goods or merchandise made thereof and doubles, linen manufactures, cotton, flax, hemp, silk, wool, artificial silk, yarn and cloth merchants, bleachers and dyers, makers, vitriol, bleaching and dyeing materials and to transact all manufacturing or curing and preparing process and mercantile business that may be necessary or expedient and it purchase and vend raw materials and manufacturing articles.</p>
<p>(vii) To carry on throughout Pakistan and throughout the world the business of steam and general laundry and to wash, clean and purify and scour, bleach, wringe, dry and iron, colour and dye, disinfact, renovate and prepare for use all articles of weaving apparel,</p>	<p>7. To take and otherwise acquire and hold shares in other company having objects all together or in a part to similar to those of this company or carry on any business capable of being conducted so as to directly or indirectly benefit this company.</p>

<p>household and domestic and other cotton, silk and woolen goods, linen and fabrics of all kinds and to buy, sell, hire, alter, improve, treat and deal in all apparatus, materials and articles of all kinds which are capable of being used for any such purpose.</p>	<p>To invest fund entering into partnership, forming new company companies or buying shares in any existing company companies or any arrangement for sharing of profits, union of interest, co-operation, joint venture, reciprocal concession or foreign company individual or individuals carrying on any business with objects</p>
<p>(viii) To carry on throughout Pakistan and throughout the world the business of importers, exporters, sheep farmers, stock owners and breeders, preserver and packers of all kinds, tanners, weavers, spinner, drapers and tailor.</p>	<p>8. To set up, run, manage and control the business of Buying House and to act as Agent of Foreign Buyers of readymade garments and other commodities and to carry on the business as Ready Made Garments Producer (RMG), Buying Agents, Selling Agents, Trading, Indenting, Commission Agents and to import, export, buy, sell and deal-in and with whether as Principals, Agents, Brokers, consultant or otherwise with substances and articles of all types of Ready Made Garments (RMG), Garments Material Products and Garments Accessories.</p>
<p>(ix) To carry on all or any of the business of importers and exporters of rubber products of all kinds, manufacturers of rubber products of all kinds, and dealers in rubber products of all kinds.</p>	<p>9. To carry on the business as Distributor, Buying Agents, Selling Agents, Trading, Indenting, Commission Agents and to import, export, buy, sell and deal in and with whether as principals, agents, brokers or otherwise of all types of food, textile, pharmaceutical, industrial raw material, equipment and machinery, any other raw materials and semi-finished and finished goods</p>
<p>(x) To carry on the business of mechanical engineers and manufacturers of machinery and implements of all kinds and to buy, sell, repair, convert, alter, let on hire and deal in machinery implements and hardware of all kinds.</p>	<p>10. To invest fund entering into partnership, forming new company companies or buying shares in any existing company companies or any arrangement for sharing of profits, union of interest, co-operation, joint venture, reciprocal concession or foreign company individual or individuals carrying on any business with objects similar to that of those of the company with such object or objects as may efficiently and conveniently be carried on with the business or business as may benefit directly indirectly, in any conceivable manner the business or any of the objects of the company.</p>
<p>(xi) To lease, let out on hire, mortgage, sell or otherwise dispose of the whole or any part of the undertaking of the company or any land, business, property, rights or assets and any kind of the company or any share or interest therein respectively, in such manner and for such consideration as the company may think fit, and in particular, for share debentures or securities of any other corporation having</p>	<p>11. To set up industry for manufacturing of spinning, knitting, textile, weaving, dyeing, printing, finishing, bleaching, pressing, cutting, packing, baling, storing, buying-, selling and otherwise dealing in cottons, yarns, textiles and synthetic fibers.</p>



objects altogether or in part similar to those of the company.	
(xii) To make known or give publicity to the business and productions of the company by means of advertisement in the press, pamphlets, hand-bills, circulars, advertisement, posters cinema slides or publication of books, periodicals and magazine or by purchase or exhibition of works of art or by granting rewards, prizes and donation or in any other suitable mode.	12. To carry on all or any of the business of spinners, weavers, hosieries, manufacturers, exporters, importers, wholesaler and retail dealer in textile, fabrics of all kinds of all kinds, mill owners, dress makers, tailors, halters, clothing's; outfitters, glovers, dry cleaners, dealers in readymade garments cotton, silken and woolen goods, jumpers and knitwear's, buying house and leather garments, jerseys, hosiery garments, panties and garments of all sorts.
(xiii) To pay all or any costs, charges, brokerage, commission and expenses preliminary and incidental to the promotion, formation, establishment and registration of the company.	13. To import, Export machineries or to buy or deal all kinds of textiles mills equipment's, parts, spare parts for factory and mills and to establish , build, manage and run Textile Mills and factories as required for manufacturing packing and baling of the goods mentioned above and to deal or trade and such other products, goods, things, articles, appliances and machinery which may be conducive for the purpose of the company and to carry on the business of dying, printing, processing, calendaring of clothes.
(xiv) To purchase or otherwise acquire and undertake all or any part of the business, property and liabilities of person or corporation carrying on any business which the Company is authorized to carry on or possessed of property suitable for the process of the company.	14. To set up Textile industry for the purpose of manufacturing and exporting of Denim, Twill, Canvass, Calico, Ribstop, Panama Canvas, Sheeting, heringbon twill, emacheck, Toshor, Backport, Stripe, Ringtwill, Kizaktwill' Poplin, shirting, Panting as well as proudct of domestic market like various kinds of Shari, lungi, Twill, Canvas, TR, TC, bed sheet, bed cover, pillow cover, ladies and gents trousers, shirts, children wear, gents Wear, female Wear, Socks, hooks, buttons, tailors, Sweaters, jackets of standard size, design and quality made of cotton, woolen, tetron, nylon, silk, artificial silk, synthetic fibers and also to buy, sell, import, export, other allied products or tailors both agents and suits, designers, cloth out-fitters, woolen goods, jumpers and dress in any or all kinds of goods materials, machineries for the local and foreign joint venture. To carry on the business as manufacturer of package of every description carton, labels, posters, bulletins and such other job connection with printing and packaging industry.
(xv) To promote any other company for the purpose of acquiring all or any of the property of this company or advance directly or indirectly the objects or interests thereof and	To invest and sell/buy of all capital & money market instruments like bond, share/stock, debenture, mutual fund etc.



<p>to take or otherwise acquire and hold shares in any such company, and to guarantee the payment on any debentures or other securities issued by any such company.</p>	<p>To carry on the business as manufacturer of package of every description carton, labels, posters, bulletins and such other job connection with printing and packaging industry.</p>
<p>(xvi) To take or otherwise acquire and hold shares in any other company having object together or in part similar to those of this company or carrying on any business capable of being conducted as directly or indirectly to benefit this company.</p>	<p>15. To set up Textile industry for dying and finishing of fabrics of 100% cotton, 100o/o polyester, Cotton - Polyester mix fabrics, Cotton- Elesten fabrics, any other fancy fabrics and hence import of all kinds of chemicals dyes & Stuffs as per requirement and to set up a readymade garments making industry for making different knit, Woven garments like, T-shirt, Polo shirt, Tops, Bottom, Shirt, Trousers, Pullover, sweat shirt, Jackets, Allover, Undergarments, for Ladies, Children, Babies, Kids, Boys, Girls and man</p>
<p>(xvii) To enter into partnership or into any arrangement for sharing profits, union of interests, co-operation, joint adventure, reciprocal concession, or otherwise with any person or company.</p>	<p>16. To attain the business objectives company may enter into Partnership, Joint- venture, take over or Amalgamate with any other company and also to take Loans from Bank/other Financial Institutions in such a manner as may company thinks</p>
<p>(xviii) To draw, make, accept, endorse, discount, execute, and issue cheques, promissory notes, hundies, bills of exchange and other negotiable or transferable instruments.</p>	<p>17. To mortgage the property and assets of the company as securities for loans and/or any credit facilities to be given to any associate company or companies or third party and also to give guarantee securing liabilities of such associate company or companies and/or third party.</p>
<p>(xix) To appoint agents and manager and constitute Agencies of the company all over the world and to discontinue the same as per circumstances.</p>	<p>18. To carry on the business as Distributor, Buying Agents, Selling Agents, Trading, Indenting, Commission Agents and to import, export, buy, sell and deal in and with whether as principals, agents, brokers or otherwise of all types of food, textile, pharmaceutical, industrial raw material, equipment and machinery, any other raw materials and semi-finished and finished goods.</p>
<p>(xx) To grant pensions, allowances, gratuities and bonuses, to extend benefit of provident fund or any other contributory schemes on behalf of the company, for employees, ex-employees of the company or the dependent of such persons and to support, to subscribe to any charitable or other institutions, clubs, societies, funds or object.</p>	



(xxi) To get the articles of trade in which the company is authorized to deal, manufactured or packed from other firm whether Pakistani or foreign, in the company's own name and design as may be deemed fit.	
(xxii) To purchase, acquire, protect, prolong, renew or sell any patent rights, Brevetted	
Invention license, trade mark protections, concessions and the like, conferring any exclusive in or limited rights to any secret, or other information as to any invention which may seem capable of being used for any of the purposes of the company or the acquisition of which may seem, directly or indirectly, to benefit the company and to use, exercise, develop, manufacture under or grant licences or privileges in respect of otherwise turn to account any patents, property rights, inventions or information, so acquire and to spend money in experimenting upon testing, improving or seeking to improve any patents, property rights, inventions or information so acquired or proposed to be acquired.	
(xxiii) To procure the incorporation, registration or any other recognition of the company in ally country, state or place, outside Pakistan.	
(xxiv) To open and close accounts with banks or bankers, and to deposit therein and withdraw from the funds of the company.	
(xxv) To issue any share of security and indemnity to any person whom the Directors have agreed or are bound to indemnify or in satisfaction of any liability.	
(xxvi) To enter into any arrangement with any Government, State, Authority (Supreme, Provincial, District, Municipal, Local, otherwise) and to obtain from any such Government or authority all properties, concessions, guarantees, licences and other privileges that may seem conducive to the company's objects or any of them.	
(xxvii) To do all or any of the above things in any part of the world and either as principals, agents, contractors, trustees or otherwise or either along or in conjunction with others, and by or through agents, sub-contractors, trustees or otherwise.	
(xxviii) To do all such other things as are incidental or as the company, may think conducive to the attainment of the above objects or any of them.	



<p>(xxix) To establish and support or aid in the establishment and support of any educational scientific technical, literary, religious, national and charitable institutions, societies association trust hospitals and other conveniences of public nature, calculated to benefit the company or its employees, ex-employees or their dependents.</p>	
<p>(xxx) To establish agencies and branches for conducting the business of the company in any part of Pakistan or in any part of the world to open branches, setting up factories, show rooms godowns and offices.</p>	
<p>(xxxi) The Directors may borrow or raise moneys from members or any other persons/institutions and may themselves lend any sum or sums of money to the company. The directors may raise and secure the payment of such money, in such manner and upon such terms and conditions in all respect, as they think fit in particular by the issue of debenture, or bonds perpetual or redeemable charged upon any or all of the company's property movable or immovable stock or by making; drawing, accepting or endorsing on behalf of the company any promissory notes or bill of exchange or giving or issuing any other securities of the company or by creation of mortgage or charge on any or all property of the company both present and future, including its uncalled capital for the time being.</p>	
<p>(xxxii) Generally to purchase, take on lease or exchange, hire or otherwise acquire any movable or immovable property and any rights or privileges which the company may think necessary, or convenient for the purpose of its business and in particular any land, building, easements, machinery, plant and stock in trade and to construct, maintain and alter building, works, necessary or convenient for the purpose of the company and to acquire by purchase, lease, exchange or otherwise, any buildings or hereditaments of any tenure or description, wherever situated and established or interest therein, and</p>	
<p>rights, over or connected therewith, and to turn the same to account as may seem expedient and in particular by preparing buildings, sites and by constructing, reconstructing, altering -improving, decorating, furnishing and maintaining of offices, factories, warehouses, shops, buildings works and conveniences of all kinds and by consolidating or connecting or subdividing</p>	

properties or by selling, exchanging, leasing, letting, hiring or otherwise disposing of the same.	
(xxxiii) To mortgage the property/(s) and assets of the company as security for loan/(s) and/or any credit facility/(s) to be given to any associate company/(s) and/or sister concern/(s) and/or third party/(s) and also to stand surety to give guarantee, corporate guarantee, securing liability/(s) of such associate company/(s) and/or sister concern/(s) and/or third party/(s).	
4. The liability of the members is limited.	IV. The liability of the members of the company is limited by shares
5. The Share capital of the company is Rs.2,00,00,000/00 (Rupees two crores) only dividend into 20,00,000 (twenty lacs) ordinary shares or Rs. 10/- (Rupees ten) each with power to increase, reduce or cancel the capital or any portion thereof and to divide the shares of the company from time to time into several classes and to attach thereto respectively any preferential, deferred, qualified or other special rights, privileges or condition and upon the subdivision or consolidation of any share or share to apportion the rights to participate in profits in any manners as between the shares resulting from such subdivision as may be prescribed by the Article of Association of the company. As per High Court Order Company Matter no 40 of 2016 Order date 26.09.2017 the EGM on 05.11.2015 (1* amendment online)	V. The Authorized Share Capital of the Company is TK. 100,00,00,000.00 (One hundred Crore) divided into 10,00,00,000.00 (Ten crore) Ordinary Shares of TK 10 (ten) each with power to increase or reduce the capital and to divide the shares into different classes and to attach thereto any special right or privileges or conditions as regards dividends, repayment of capital, voting or otherwise or to consolidate or sub-divide the shares.

(4)

We, the several persons, whose names and addresses are subscribed below, are desirous of being formed into a company, in pursuance of this Memorandum of Association and we respectively agree to take number of shares in the capital of the company set opposite to our names.

SI No.	addresses and description of subscribers	No. of shares taken by each subscriber	Names, addresses and description of witness
1	.Haji Abdul Majid 13, S.M. Meleh Road, Tanbazar, Narayangonj.	2500 (Two thousand five hundred)	Mr. JogeshChanra Roy 13, S.M. Meleh Road, Narayangonj.
2.	Mr. Abdul Kader Miah 13, S.M. Maleh Road Tanbazar, Narayangonj.	2500 (Two thousand five hundred)	
3.	Mr. Abdur Rahman Miah 13, S.M. Maleh Road Tanbazar, Narayangonj.	2500 (Two thousand five hundred)	
4.	Mrs. Abeda Khatoon W/o. Haji Abdul Majid 106, Quaid-E-Azam Raod Narayangonj	400 (Four hundred)	



SI No.	addresses and description of subscribers	No. of shares taken by each subscriber	Names, addresses and description of witness
5.	Mrs. Sakina Begum W/o. Abdul Kader Miah 105, Quaid-E-Azam Raod Narayanganj.	400 (Four hundred)	
6.	Mrs. Ambia Begum W/o. Abdur Rahman Miah 106, Quaid-E-Azam Raod Narayanganj.	400 (Four hundred)	
7.	Mr. Mominuddin Ahmed 106, Quaid-E-Azam Raod Narayanganj.	400 (Four hundred)	
8.	Al-haj Shamsuddin Ahmed 105, Quaid-E-Azam Raod Narayanganj.	400 (Four hundred)	
		9,500 (Ni.....'.....'five hundred)	

(4)

During the time of Incorporation the following persons were subscribed in the Memorandum of Association:

SI No.	addresses and description of subscribers	No. of shares taken by each subscriber	Names, addresses and description of witness
1.	Haji Abdul Majid 13, S.M. Meleh Road, Tanbazar, Narayanganj.	2500 (Two thousand five hundred)	Mr. Jogesh Chanra Roy 13, S.M. Meleh Road, Narayanganj.
2.	Mr. Abdul Kader Miah 13, S.M. Maleh Road Tanbazar, Narayanganj.	2500 (Two thousand five hundred)	
3.	Mr. Abdur Rahman Miah 13, S.M. Maleh Road Tanbazar, Narayanganj.	2500 (Two thousand five hundred)	
4.	Mrs. Abeda Khatoon W/o. Haji Abdul Majid 106, Quaid-E-Azam Raod Narayanganj	400 (Four hundred)	
5.	Mrs. Sakina Begum W/o. Abdul Kader Miah 105, Quaid-E-Azam Raod Narayanganj.	400 (Four hundred)	
6.	Mrs. Ambia Begum W/o. Abdur Rahman Miah 106, Quaid-E-Azam Raod Narayanganj.	400 (Four hundred)	
7.	Mr. Mominuddin Ahmed 106, Quaid-E-Azam Raod Narayanganj.	400 (Four hundred)	
8.	Al-haj Shamsuddin Ahmed 105, Quaid-E-Azam Raod Narayanganj.	400 (Four hundred)	
		9,500 (Ni.....'.....'five hundred)	



Annexure-B

COMPANIES ACT, 1913 Articles of Association Of TAMIJUDDIN TEXTILE MILLS LIMITED	ARTICLES OF ASSOCIATION TAMIJUDDIN TEXTILE MILLS PLC. A PUBLIC COMPANY LIMITED BY SHARES
PRELIMINARY	Articles of Association PRELIMINARY
1. The Regulations contained in Table 'A' of the first schedule to the companies Act, 1913, shall apply to this company except in so far as they have been included in these presents.	The Regulations contained in the shedule-1 of the Companies Act. 1994 shall apply to this Company with respect to such provisions as are applicable to Public Limited companies so far only as they are not negative or modified by or are not contained in the following Articles or any other Articles that may from time to time be framed by the company.
2. In the interpretation of these Articles the following expressions shall have the following meaning unless repugnant to or inconsistent with the subject or context.	INTERPRETATION
Words signifying the singular number only include the plural number and vice versa.	In construction of these Articles unless there be something repugnant in the subject or context inconsistent therewith: (a) Company means TAMIJUDDIN TEXTILE MILLS PLC. (b) Office means the registered office of the Company for the time being. (c) Year means the financial year as followed by the company. (d) Month means the calendar month according to the English Calendar. (e) Director means the Director of the company for the time being. (f) The Board or Board of Directors Means the Board of Directors of the company for the time being.
Words importing the masculine gender only include feminine gender.	(g) Special Resolution and Extraordinary resolution respectively shall bear the meanings assigned there to by the Companies Act, 1994. (h) In writing means written or printed, partly written and pertly printed and includes. Lithography, type, printed and other means representing words in visible form. (i) Words importing male only includes female and the singular number only includes the plural number and vice verse (j) PLC. means Public Limited Company, (k) Schedule means Schedules of "the Companies Act, 1994".
Words importing persons include corporation.	PUBLIC COMPANY
(1) 'The act' means the companies Act, 1913.	The company is a Public Limited Company within the meaning of Section 2(1) clause (q) of the Companies Act, 1994 and accordingly the following shall apply; i. Invitation shall be issued to the public to subscribe for any share or debenture of the Company. ii. The number

	<p>of members of the company (exclusive of persons in the employment of the company) shall be unlimited, however, that for purpose of this provision where seven or more persons jointly hold one or more shares in the company they shall be treated as a single member. iii. The right to transfer shares in the company is restricted in the manner and to the extent hereinafter appearing.</p>
	SHARE CAPITAL
<p>(2) 'The company' means Tamijuddin Textile mills Limited.</p> <p>(3) 'The office' means the registered office for the time being of the company.</p>	<p>The Authorized Share capital of the Company is Tk. 100,00,00,000.00 (BDT one hundred Crore Only) only divided in 10,00,00,000 (Ten Crore) ordinary shares of Tk. 10.00 (BDT Ten Only) each. with power to increase or reduce the capital and to divide the shares into different classes and to attach thereto any special right or privileges or conditions as regards dividends, repayment of capital, voting or otherwise or to consolidate or sub-divide the shares. The shares shall be under the control of the Board of Directors who may allot for cash or other consideration or otherwise dispose of the same to such persons in such manner or upon such terms and conditions as the company may decide. The Joint holders of a share shall be jointly as well as severally liable for payment of all installments and calls due in respect of such shares.</p>
	ALLOTMENT OF SHARES
<p>(4) 'The Directors' means the Directors for the time being of the company.</p> <p>(5) 'Managing Director' means the Managing Director for the time being of the company.</p>	<p>The Directors shall observe the restrictions as to the allotment contained in Section 148 of the Act, Subject to the provisions of these Articles, statutory regulations in force and the provisions of Section 155 of the Act, the shares shall be under the control of the Board of Directors who may allot or otherwise dispose of the same to such persons on such terms and conditions and either at premium or at par and at such times as the Board of Directors thinks fit. As regards, all allotments from time to time made, the Board of Directors shall duly comply with the provisions of section 151 of the Act.</p>
	ALTERATION OF CAPITAL
<p>(6) 'Chairman' means the chairman for the time being of the company.</p> <p>(7) 'Register' means the Register of Members to be kept in pursuance to section 31 of the Act.</p>	<p>The Company may from time to time subject to these presents and the relevant provisions of law, increase its share capital by creation of new shares of such amount as it thinks expedient upon such terms and conditions and with such rights and privileges as may be</p>



	<p>determined by the Board of Directors. The shareholders shall have the right to purchase a pro rata share of any new share capital that the Company may from time to time propose to issue. If any shareholder wishes to sell, transfer or otherwise dispose of any or all of his/her/its shares to a third party, the other shareholders shall have a prior right to buy such shares on the same terms as the shareholder willing to sell such shares agreed with the third party. Subject to confirmation by a competent court in Bangladesh, the Company may by special resolution reduce its share capital in any manner authorized by the Act. The Company may in the General Meeting by special resolution alter the conditions of the Memorandum as follows: i) To sub-divide its shares or any of them into shares of smaller amounts than originally fixed by the Memorandum ii) To cancel any shares which at the date of such General Meeting have not been taken or agreed to be taken by any person and diminish the amount of the shares so cancelled.</p>
	PLEDGE OF SHARES
<p>(8) 'Registrar' means the Registrar of joint stock companies & Firms, East Pakistan</p> <p>(9) 'Dividend' includes bonus.</p>	<p>Any shareholders/ Institution may pledge/lien any of his shares as security against any borrowings made by him or on behalf of the company or third party provided the pledgee executes an agreement, in writing, provided that the pledgee shall be all the terms of the agreement subject to the provisions of securities law.</p>
	CALL ON SHARES
<p>(10) 'Month' means calendar month,</p> <p>(11) Year means calendar year.</p>	<p>The Directors may, subject to the provisions of the Act and Schedule-1, from time to time, make such calls as they think fit upon the members in respect of all moneys unpaid on the shares held by them respectively, and not necessarily remain limited by the conditions of allotment thereof made payable at fixed times, and each member shall pay the amount of every call so made on him to the person and at the time and place appointed by the Directors .</p>
	FORFEITURE, SURRENDER AND LIEN
<p>(6)</p> <p>(12) 'Special Resolution' and 'Extraordinary Resolution' shall have the meanings assigned thereto respectively by section 81 of the Act.</p>	<p>If any member fails to pay any call or installments on the day appointed for the payment of the same, the Directors may at any time thereafter serve notice on such member requesting him to pay the amount due from him, together with any interest that may have accrued and all expenses that</p>

	<p>may have been incurred for the reason of such non- payment.</p>
<p>(13) 'Proxy' includes Attorney duly constituted under a power of Attorney.</p>	<p>If the requirements of the notice referred to in the preceding article are not complied with, any share in respect of which such notice has been given, may at any time thereafter before any payment of all calls or installments, interest or expenses due in respect thereof, be forfeited by a resolution of the Directors to that effect, such forfeiture shall include all dividends declared in respect of the forfeited shares and not actually paid before the forfeiture .</p>
<p>(14) 'In writing' and 'written' include printing, Lithography and other modes of representing or reproducing works in a visible form.</p>	<p>The Company shall have a first lien upon all the shares other than fully paid- up shares registered in the name of each member, whether solely or jointly with others , for his debts of liabilities and engagements solely or jointly with any other persons or with the Company whether the period for the payment, fulfillment or discharge thereof shall have actually arrived or not and such lien shall extend to all dividend from time to time declared in respect of such shares.</p>
<p>3. The company is to be a public company within the meaning of clause (13A) of section 2 (i) of the company's Act of 1913.</p>	<p>The Company may sell, in such manner as the Board of Directors thinks fit, any shares on which the Company has a lien, but no sale shall be made unless the sum in respect of which the lien exists is presently payable, nor until the expiration of fourteen (14) days after a notice in writing stating and demanding payment of such part of the amount not more than 25% of the total amount respect of which the lien exists as is presently payable, has been given to the registered holder for the time being of the share, or the person entitled by reason of his death or insolvency to the share.</p>
	<p>SHARE CERTIFICATE</p>
	<p>The certificate of title to share and duplicate thereof whenever necessary shall be issued to the members of the company and shall be signed by the Chairman/Managing Director and any Director of the company. If any share certificate is defaced, worn out, destroyed or lost, it may be re-issued on such evidence being produced and such indemnity (if any) being given as the Directors require and (in case of defacement or wearing out) on delivering of the old certificate and on payment of such sum not exceeding Tk.50.00 as the Directors may from time to time require. In regards to the Demated shares Depositories Act, 1999 shall be applied.</p>

	TRANSFER AND TRANSMISSION OF SHARES
	<p>Shares may be transferred at any time by a member to his or her children grandchildren, spouse, father, mother, brother or sister only with the approval of the Board of Directors. Subject to above, no share shall be transferred to any person so long as the existing Board of Directors is willing to accept the same.</p>
	<p>If any member intends to sell his or her shares, it must be offered first to the existing shareholders who shall have the option to purchase the shares at a fair valuation to be determined mutually by the Board of Directors at opinion of the Company's auditors. If one or more of the other shareholders declines to purchase the portion of shares offered to him/her and does not exercise the right to purchase within 60 days from the date of the offer, the same shall be offered proportionately amongst the shareholders who are willing to purchase who will pay the amount 15 working days from the end of the aforesaid 60 days. In case existing shareholders are unwilling to purchase, the same may transferred to outsiders. In regards to Demated shares, Depositories Act, 1999 shall be followed.</p>
	<p>The Directors may decline to register any transfer of shares to any person other than those mentioned in Article above for any reason that is just and proper. The Directors need not disclose or assign any reason for the refusal to register any transfer. If registration of transfer of shares or debentures is refused, the Directors shall within one month from the date on which the instrument of transfer was lodged send to the transferee and the transferor notice of the refusal. A fee not exceeding Tk. 10/- (Ten) may be charged for each transfer approved by the Board of Directors and shall be paid before the registration thereof. The instrument of transfer must be accompanied by the certificate of the share.</p>
	<p>The shares of each shareholder shall transmit on his/her death to his/her heir or legal representative. When no Letters of Administration have been taken out shall upon of his/her title be recognized by the Company as being entitled to the shares of the deceased shareholder. Where there is a will, probate or Letters of Administration along with a copy of the will, shall be taken out before such title can recognized. The Board of Directors may secure the repayment of such</p>



	<p>money in such manner and upon such terms and conditions in all respects as he/she may think fit and charged upon all or any of the property of the company (both present and future).</p>
	COMMENCEMENT OF BUSINESS
	<p>The Company shall be entitled to commence its business from the date of incorporation by the appropriate authority or from such date as may be decided by the Board of Directors.</p>
BUSINESS	BUSINESS
<p>4. The business of the company shall include the several objects expressed in the Memorandum of Association or within its scope and meaning and all matters incidental thereto or any one of them to be taken in hand as -soon after the incorporation of the company as the directors in their discretion shall think fit.</p>	<p>The business of the Company shall include any object expressed in the Memorandum of Association or within its scope and meaning all matters incidental thereto or any one of them as the Board of Directors in its discretion shall think fit.</p>
CAPITAL & SHARES	STATUTORY MEETING
<p>5. The capital of the company is Rs. 2,00,00,000/- (Rupees two crores) only. divided into 20,00,000 (twenty lacs) shares of Rs. 10/00 (Rupees ten) each. The undersigned persons have agreed to take the number of shares set against the names of each.</p>	<p>(a) Every company limited by shares within a period of not less than one month and not more than six months from the date at which the company is entitled to commence business, hold a general meeting of the members of the company; in this Act such meeting is referred to as "the statutory meeting".</p> <p>(b) The Board of Directors shall, in accordance with the other provision of this Act, prepare a report, in this Act referred to as 'statutory report' and shall at least 21 days before the day on which the statutory meeting is not be held, forward the report to very member of the company: Provided that if the report is forwarded later than the time as is required above, it shall notwithstanding that fact, be deemed to have been duly forwarded if any member entitled to attend and vote at the meeting does not object to such forwarding.</p>
	GENERAL MEETING
<p>6. Subject to the provisions of the Articles of Association of the company, the Directors may allot or otherwise dispose of any shares on such terms and conditions and at such time as they think fit or any shares in the company may be issued with such preferred, deferred or other special rights with respect to dividend, voting rights, share capital or otherwise, as the company may from time to time by special resolution determine, and any preference share may, with the sanction of special resolution, be issued on the terms that it at the option of the company is liable to be</p>	<p>There shall be least one ordinary General Meeting to be called the Annual General meeting. It should be called every calendar Year as soon as practicable after the annual closing of the accounts of the company, but not later than fifteen months from the date of last Annual general Meeting. The 1st Annual General Meeting shall be held within eighteen months from the date of the incorporation of the Company. subject to the provision of Section 87 (2) of the companies Act, 1994, relating to special resolution at least twenty one days notice specifying the place, date, and hour of the General Meeting shall be given</p>



<p>redeemed.</p>	<p>and in the case of special business, the general nature of such business shall be notified to the members; but accidental omission to give such notice or non-receipt of such notice by any member shall not invalidate the proceeding of the general Meeting. 5 (Five) members present in person entitled to vote will form the quorum in any General Meeting.</p>
<p>7. If at any time the share capital is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of the shares of that class) may, subject to the provisions of the section 66-A of the companies Act, be varied with consent in writing of the holders of three fourths of the issued shares of that class, or with the sanction of an extra ordinary resolution passed at separate General Meeting of the holders of the shares of that class. To every such separate General meeting the provisions of these resolutions relating to General Meetings shall mutatis mutandis apply, but so that the necessary quorum shall be five persons present in person at least holding or representing by proxy one-third of the issued shares of that class.</p> <p>8. Subject as aforesaid and subject to the provisions of section 105-6 of companies Act, the shares shall be under the control of the directors, who may allot or otherwise dispose of the same to such person, on such terms and conditions, and either at premium or at par of (subject to the provisions the companies Act) at a discount and on such terms as the directors think fit.</p>	<p>The Board of Directors whenever think necessary may call a General Meeting whether ordinary or extra-ordinary at such time and place as think fit. The Chairman/Managing Director of the company shall preside over in the General and Extra Ordinary General Meeting. In absence of Chairman, members shall elect among themselves as Chairman who shall preside the General and Extra-Ordinary General Meeting of the company. Shareholders Meeting may be held electronically as the provisions U/s 401A of the Act.</p>
	<p>VOTE OF MEMBERS</p>
<p>9. If any of its shares is to be offered by the company to the public for subscription on allotment thereof, shall be made, unless the amount stated in the prospectus as the minimum amount which in the opinion of the Directors must be raised by the issue of share capital in order to provide the sums or, if any part thereof is to be defrayed in any other manner, the balance of the sum required to be provided in respect of the matters specified in sub section (2) of Section 101 of the Act has been subscribed and the sum of at least 5 percent thereof has been subscribed and the sum of at least 5 percent thereof has been paid to or received in cash by the company, and the Directors shall otherwise comply with the requirements of the section but this</p>	<p>On a show of hands every member present in person shall have one vote and upon a poll every member present in person or by proxy or attorney shall have one vote for every share held by him/her. No members shall be entitled to vote at any general meeting unless all calls or other sums presently due and payable by him in respect of each shares in the company held by him, have been paid. Any person entitled respect under the transmission clause to the transfer of any share may vote at any General Meeting in respect thereof in the same manner as if that person was the registered holder of shares, provided that at least 48 hours before the time of holding the Meeting or adjourning the Meeting as the case may be at which the person proposes to vote, he/she shall satisfy the Board of</p>

<p>provision shall no longer apply after the first allotment of shares offered to the public for subscription.</p>	<p>Directors with proof of the entitlement. Members may cast their vote electronically as per the provisions U/s-401A of the Act.</p>
	QUORUM (AGM)
<p>10. For the purpose of above clause (9) Rs. 50,000/- (Rupees fifty thousand only) shall be taken to be the minimum amount on subscriptions of which shares shall be allotted by the company and the company shall be entitled to commence business</p>	<p>5 (Five) members personally present or through electronic/ virtual media shall form the quorum of any general meeting. No business shall be transacted at any general meeting unless the quorum of members is present at the time when the meeting proceeds to transact business. If Quorum is not fulfilled within 30 minutes of the schedule time then meeting shall be adjourned and following meeting shall be held as per the provisions the Act and Schedule-1.</p>
	ROTATION OF DIRECTOR
<p>11. The amount payable on application on each share shall not be less than 10 percent of the nominal amount of the share.</p>	<p>The Directors to retire in every year shall be those who have been longest in office since their last election but as between persons who became Directors on the same day, those who are to retire shall (unless they otherwise agree among themselves) be determined by lot.</p>
<p>12. As regards all allotments from time to time made, the Directors shall duly comply with section 104 the Act.</p>	<p>A retiring Director shall be eligible for re-election.</p>
<p>13. The company may at any time pay a commission to any person for subscribing or agreeing to subscribe (Whether absolutely or conditionally) or to procure subscription for any shares in the company, but so that the underwriting commission in respect of shares shall be paid or payable out of capital the statutory conditions and requirements shall be observed and complied with, and the amount or rate of such .commission shall not exceed 2.5 % percent .of the price of the shares underwritten by the underwriters. The company may also pay additional or extra commission at 2.5 % of the nominal amount of shares actually taken up or required to be taken up by an underwriter. The company may pay a commission not exceeding 1% on the amount of debenture or debenture stock underwritten.</p>	<p>The Company at the general meeting at which a Director retires in the manner aforesaid may fill up the vacated office by electing a person thereto.</p>
	DIRECTORS
<p>14. The company may for issue of shares by brokerage to any person employed in the sale of such shares and brokerage shall not exceed 1% of the paid up value of shares actually sold through the brokers. Neither the brokerage to the brokers nor the commission to the</p>	<p>Unless Otherwise determined by the company in general meeting the number of directors shall not be less than 5 (five) and not more than 20 (Twenty). The following persons shall be the present directors of the company unless anyone of them voluntarily resigns the said office or otherwise removed therefrom</p>



<p>bankers shall be payable in respect of shares taken up by the underwriters by virtue of any underwriting commitment nor shall the brokerage or hankers or underwriting commission be payable in respect of the shares taken up by the NIT through the exercise of its option for 20% of the share capital meant for general public.</p>	<p>under the provisions of section 108(1) of the companies Act, 1994. Present Directors of the Company:</p> <ol style="list-style-type: none"> 1. Chowdhury Mohammed Hanif Shoeb 2. Salma Chowdhury 3. Md. Shohel Rana 4. Sabiha Sultana 5. Md. Amran Pervege 6. Monjur Ahmed Mohan
	ALTERNATE DIRECTOR
<p>15. All shares in the company shall; be numbered in regular series and every forfeited or surrendered shares shall continue to bear the number by which the same was originally distinguished.</p>	<p>Company may appoint an alternate Director in place of any original Director as per the section 101 of companies act 1994.</p>
	INDEPENDENT DIRECTOR
<p>16. Every person whose name is entered as a member in the Register of member shall, without payment, be entitled to a certificate under common seal of the company signed by one Director and countersigned by Managing Director specifying the share or shares held by him and the amount paid up thereon, provided that, in respect of a share or shares held jointly by several persons the company shall not be bound to issue more than one certificate and delivery of a certificate for a share to one of several joint holders will be sufficient delivery to all.</p>	<p>Company may appoint Independent Director voluntarily or as per the provisions of Securities Law issued by the Bangladesh Securities and Exchange Commission (BSEC).</p>
	QUALIFICATION SHARES
<p>17. The Directors, may in their discretion, grant a number of certificates subsequently in lieu of the original and on the registration of a transfer of shares, grant new certificate in lieu of original and a fee not exceeding one rupee as may be fixed by the Directors shall be chargeable or each certificate under this Articles,</p>	<p>The qualification of a Director shall be the holding in his/her own name alone and not jointly with others at least 1000 (One Thousand) ordinary shares of TK. 10/- each of nominal value TK. 10,000/- (Ten Thousand) only unless otherwise determined by Board of Directors. Each Director shall receive by way of remuneration a sum of money for every meeting attended by him and such traveling and other allowances as may be decided by the Board of Directors from time to time. A resolution or circular in writing signed by all the members of the Board of Directors shall be as valid and effectual as if it had been passed at the meeting of the Board of directors duly called and constituted.</p>
	POWER AND DUTIES OF BOARD
<p>18. If any certificate he worn out or defaced, the Directors upon production thereof may order the same to be cancelled and may issue a new certificate in lice thereof, and if any certificate</p>	<p>The business of the Company shall be managed by the Board of Directors of the company who may pay all expenses incurred for the formation and registration of the company and may exercise all such powers of</p>

<p>be lost or destroyed, then upon proof thereof to the transaction of the Directors and on such indemnity as the Directors consider adequate being given a new certificate in lieu thereof shall be given to the person entitled to such lost or destroyed certificate. A fee, not exceeding rupeeone, as may from time to time be fixed by the Directors, shall be paid to the company for each certificates issued under this Article.</p>	<p>the company as are not forbidden by companies Act 1994 or any statutory modification or reenactment thereof for the time being force or by the Articles. The Chairman/ Director of the company shall preside over in the Board meeting. In absence of Chairman, Directors present shall elect one among themselves as Chairman who shall preside the Board meeting of the company.</p>
<p>19. Every fresh certificate issued on cancellation, consolidation, sub-Division, or in replacement of or in lieu of any original certificate delivered to, the company shall indicate thereon the number and date of every certificate in lieu of which the same is issued and such original certificate shall be cancelled before issue of the fresh certificate.</p> <p>20. The company shall be entitled to treat the registered holder of any share as the absolute owner thereof and accordingly shall not, except as ordered by a court of competent jurisdiction or as by status required, be bound to recognize any benami, equitable or other claim to or interest in such shares on the part of any other person.</p>	<p>The Board of Directors may appoint any person as an Additional Director or Executive Director or Technical Director on remuneration basis from out side of the Board of Directors who shall not require any qualifying shares of Director but may be present in the board meeting as well as ordinary or general meeting without any voting rights and his functions, duties, privileges, responsibilities, term, remuneration and other facilities shall be decided by the Board from time to time. The Board of Directors may delegate any of their power to committees consisting of such members of their body as they think fit as per the terms and reference.</p>
<p>21. Except to the extent allowed by section 54-A of the companies Act, on part of the funds of the company shall be employed in the purchase of or in loans upon the security of company's shares.</p>	<p>Board of Directors shall manage all concerns and affairs of the company supervise and exercise general control over the employees of the Company and other agents, borrow or raise any sums of money by loan or otherwise on mortgage or hypothecation on such securities and terms with the approval of the Board of Directors and authorize to execute, sign, seal or deliver all necessary documents or do any other act on that behalf, provide loan to Directors and employees.</p>
<p>LIEN</p>	<p>QUORUM (BOARD MEETING)</p>
<p>22. The company shall have first and paramount lien upon all shares (other than fully paid shares) registered in the name of any member (whether solely or jointly with others) for his debts, liabilities and engagement with the company, whether the period for payment, fulfillment or discharge thereof shall have actually arrived or not, but the Directors may at any time declare any share to be wholly or in part exempt from the provision of this Article.</p>	<p>3 (Three) Directors present in person or through electronically/ virtual media shall form the quorum of board meeting. Until otherwise determined by the Company in general meeting. No agenda shall be resolved unless quorum is present. If quorum is not present within 30 minutes of the schedule time then meeting shall be adjourned.</p>
	<p>CHAIRMAN</p>
<p>23. For enforcing such lien the Directors may sell the share subject thereto in such manner as they think fit, but on sale shall be made until notice in writing of intention to sell shall have</p>	<p>Chowdhury Mohammed Hanif Shoeb Shall be the present Chairman of the Company, Until the appointment of New Chairman and the Chairman of the company shall be appointed by the Board. Chairman functions</p>

<p>been served on such member or his representative in interest, and default shall have been made by him in the payment, fulfillment or discharge of such debts, liabilities or engagement for thirty days after such notice.</p>	<p>duties, responsibilities, term, remuneration other facilities shall be decided by the Board from time to time.</p>
<p>24. The net profit of any such sale after payment of the costs of such sale shall be applied in or towards satisfaction of the debts, liabilities, or engagements of such member and the balance (if any) paid to him or his representative.</p>	<p style="text-align: center;">VICE CHAIRMAN</p> <p>Company may appoint a Vice Chairman of the company for any time period with the decision of Board of Directors. In absence of Chairman, Vice Chairman shall preside over the Board Meeting and shareholders meeting and shall carry out the duties and responsibilities of the Chairman.</p>
<p>CALLS</p>	<p>PROCEEDINGS OF BOARD MEETING</p>
<p>25. The Directors may from time to time make calls of such amounts and at such intervals as they think fit upon the members in respect of all moneys unpaid on shares held by them respectively and not be condition of allotment made payable at fixed time. Calls made to a member shall be paid to the person at such time and such place as decided by the directors. A call may be made payable by installments.</p>	<p>In all meetings of the Board of Directors, all the decisions to the extent allowed by the Act and these presents, will be taken by a majority of votes cast. The Chairman shall preside over all meetings of the Board of Directors In case the Chairman is absent in any meeting, the Directors will elect one of the Directors to act as the Chairman to preside over such meeting. If Board equally divided on any discission then Chairman/Vice Chairman shall have the casting vote.</p>
<p>26. Every member shall receive at least fourteen days notice of call specifying the time and race to whom such call shall be payable.</p>	<p>The Directors shall cooperate in good faith to schedule meetings of the Board of Directors of the Company at such time and place where the Directors can reasonably be expected to attend such meetings in person or, if permitted by applicable law, through alternate representative or proxy. The Board of Directors shall meet at least 4 (four) times during each Fiscal Year of the Company. Any Director can call a meeting with prior notice. Notice is given but it may be waived if the Directors unanimously agree. Board Meeting may be carried out electronically as per the provisions U/s-401A of the Act.</p>
	<p>RESOLUTION BY CIRCULATION</p>
<p>27. A call shall be deemed to have been made at the time when the resolution of the Directors authorizing it was passed.</p>	<p>Subject to the provisions of the Act a resolution passed by circulation signed by the majority of the Directors for the time being in Bangladesh shall be as valid and effectual as if it has been passed at duly convened meeting of the directors.</p>
	<p>MANAGING DIRECTOR</p>
<p>28. The joint holders of shares shall be jointly and severally liable to pay all calls and installments due in respect thereof.</p>	<p>Salma Chowdhury shall be the present Managing Director of the Company who shall remain in the said office for 5 (Five) years. After expiry of the term of the same the next Managing Director of the company shall be</p>

	<p>appointed by the Board under section 110 of the companies Act. 1994 and his functions, duties, responsibilities, term, remuneration and other facilities shall be decided by the Board from time to time.</p>
	<p>POWER OF MANAGING DIRECTOR</p>
<p>29. If the sum payable in respect of any call or installment is not paid before or on the day appointed for payment thereof, the person from whom the sum is due shall pay interest on the same at such rate not exceeding six percent per interest on the same at such rate not exceeding six percent per annum as the Directors shall fix from the day appointed for the payment thereof to the time of the actual payment but the Directors shall be at liberty to waive payment of the interest wholly or in part.</p>	<p>Subject to the control and supervision of the Board of Directors of the company the Managing Director shall have following powers that is to say.</p> <p>a) To manage all concerns and affairs of the company supervise and exercise general control over the employees of the Company and other agents.</p> <p>b) To borrow or raise any sums of money by loan or otherwise on mortgage or hypothecation on such securities and terms with the approval of the Board of Directors and execute, sign, seal or deliver all necessary documents or do any other act on that behalf.</p>
<p>30. The provision of these Articles as to payment of interest shall apply in the case of non-payment of any sum which by the terms of issue of a share, becomes payable at fixed time, whether on account of the amount of the share or by way of premium as if the same had become payable by virtue of a call duly made and notified.</p>	<p>c) To demand or give effectual receipts and discharge all kinds or any convenient, agreement or conditions to take proceedings of civil, criminal or otherwise or of recovery of such debts, money, Rent, Dues, Damages and compensation in respect of such breach.</p>
<p>31. The Directors may make arrangement on the issue of shares for a difference between the holders in the amount of calls to be paid and in the time of payment of such calls.</p>	<p>d) To purchase or otherwise acquire for the Company any property rights or privileges such as the Company is authorized to acquire at such price and generally on such terms and conditions.</p> <p>e) To establish branch offices, agencies, sub agents in any part of Bangladesh or elsewhere.</p>
<p>32. The Directors may, if they think fit, receive from any member willing to advance the same, all or any part of the moneys uncalled and unpaid upon any shares held by him, but the company shall pay interest on such moneys advanced. Such moneys shall not rank for dividends or for any other privilege.</p>	<p>f) To purchase, sell exchange, or otherwise dispose absolutely or conditionally any property for the purpose of the Company.</p> <p>g) To admit execution of documents before any Register or sub- Register either executed by the company or by directors and to conduct or defend any case before him or them.</p>
<p>33. Any money, including interest due from the company to a member may be applied by the Directors in or towards the payments of any money due from him to the company for calls or otherwise either alone or jointly with any other person or persons.</p>	<p>h) To sign and verify plaints written statements, petitions, compromise, vokalatnama authorizing legal practitioners to act in favor of the company and generally to do all other acts and things for and on behalf of the company.</p> <p>i) To do all such other things and every things</p>

	relating to the interest of the company and in connection with any legal proceedings before any civil, criminal and revenue authority.
FORFEITURE & SURRENDER OF SHARE	
34. If a member fails to pay any call or installment of a call on or before the day appointed for payment thereof, the Directors may at any time thereafter during such time as any part of such call or installment remains unpaid, serve a notice on him requiring payment of so much of the call or installment as is unpaid, together with any interest which may have accrued and all expenses which may have been incurred by the company by reason of such non-payment.	<ul style="list-style-type: none"> j) To deposit and keep the deposited funds of the company in banks or financial institution. k) To distribute any company property among the members. l) To call and convene the meeting of the Board and ordinary general meeting. m) To delegate his powers to any Director while he is remaining outside Bangladesh.
	REMUNERATION OF DIRECTORS
35. The notice shall name place or places and a day (not earlier than the expiration of fourteen days from the date of the notice) or before which the payment required by the notices is to be made and shall state that, in the event of non-payment at or before time appointed, the shares in respect of which the call was made will be liable to be forfeited.	<p>The Directors shall not receive any remuneration for any meeting of the Board of Directors attended by him or her together with such traveling and other expenses as may be incurred by the Directors for attending such meeting unless otherwise determined by the Company in a General Meeting. If any Director when called upon to any extra services or to make any effectual services for any purposes of</p> <p>Company, the Company may remunerate the Director so doing either by a fixed sum or by a percentage on the net profits of the Company or both as may be determined by the Company in a General Meeting.</p>
36. If the requirements of any such notice as aforesaid are not complied with any share (other than fully paid shares) in respect of which the notice as been given may it any time thereafter, before the payment required by the notice has been made, be forfeited by a resolution of the Directors to that effect.	The Director shall be entitled to receive the meeting attendance fees which may be determined by the Board of Directors from time to time. A Director also shall be entitled to be paid reasonable travelling expenses, hotel charges and other expenses incurred by him for attending meetings.
37. When any share have been so forfeited, notice of the resolution shall be give to the member in whose name it stood immediately prior to the forfeiter, and an entry of the forfeiture. With the date thereof, shall forthwith be made in the register.	
38. Any share so forfeited shall be deemed to be the property of the company and may be sold or otherwise disposed upon such terms in and such manner as the Directors think fit, and at any time before a sale or disposition, the forfeiture may be cancelled on such terms as the Directors think.	Any Board of Directors of the company shall entitle to receive the remuneration with the approval from shareholders.



VACATION OF THE POSITION OF	DIRECTORS
<p>39. A person whose shares have been forfeited shall cease to be a member in respect of the forfeited shares but shall not with-standing remain liable to pay and shall forthwith pay to the company all moneys which at the date of forfeiture were presently payable by him to the company and expenses in respect of the shares and the Directors may enforce the payment of such money or any part thereof if they think fit but shall be under no obligation to do so. The liability of such person shall cease if and when the company received payment in full of the nominal amount of shares.</p> <p>39. A person whose shares have been forfeited shall cease to be a member in respect of the forfeited shares but shall not with-standing remain liable to pay and shall forthwith pay to the company all moneys which at the date of forfeiture were presently payable by him to the company and expenses in respect of the shares and the Directors may enforce the payment of such money or any part thereof if they think fit but shall be under no obligation to do so. The liability of such person shall cease if and when the company received payment in full of the nominal amount of shares.</p>	<p>The office of the Director shall be vacated if a Director. (a) Fails to obtain the qualification share within the time specified under Section 97 (1) of the Companies Act 1994 or at any time thereafter ceases to hold the qualification share necessary for his appointments as a director of the company; or (b) Is found to be a person of unsound mind by a court of competent jurisdiction; or (c) Is adjudged insolvent; or (d) Punished with imprisonment for a term exceeding six months for any offence of moral turpitudes by a court of law; or (e) Voluntarily resigns from the said office; or (f) Absent himself from three consecutive meeting of the Board of Directors or from all the meetings of the Directors for a continuous period of three months whichever is longer without leave of absence from the Board of Directors; or (g) Is removed from office by an extraordinary resolution passed at any General Meeting.</p>
	NOTICE
<p>40. A duly verified declaration in writing that the declarant is a Directors of the company and that share in the company has been duly forfeited on a date stated in the declaration shall be conclusive evidence of the facts therein stated as against all person claiming be entitled to the share and that declaration and receipt of the company for the consideration, if any, given for the share on the sale or disposition thereof shall constitute a good title to the share, and the person to whom share is sold or disposed of shall be registered as the share holder of the share, and shall not be bound to see to the application of the purchase (if any) nor shall his title to the share be affected irregularity or invalidity in the share. The provisions of this Article shall so far as the same are applicable, apply on a sale of shares surrendered or against which lien as herein before provided has been enforced.</p>	<p>Subject to the provisions of U/s-401A of the Act and Articles 113-117 of the Schedule-1, when a notice is sent by person or postal service, in any electronic format like-email etc, the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice and unless the contrary is proved to have been effected at the time at which the letter would be delivered.</p>
<p>41. The provisions of these Articles as to forfeiture shall apply in case of non-payment of any sum, which by the terms of the issue of a</p>	INCREASE OF SHARE CAPITAL
	<p>The Directors may, with the sanction of any ordinary resolution of the Company previously passed in a general meeting increase its share</p>

<p>share becomes payable at fixed time whether on account of the amount of the share, or by way of premium, as if the same had been payable by virtue of a call duly made and notified.</p>	<p>capital beyond the registered capital. Such increase is to be of such amounts and to be divided into shares of such respective value as the Company in general meeting may direct and if no direction be given then the Directors shall think fit. The company can issue paid up shares in cash or other means as Board thinks fit and can issue more profitable ways outside the existing shareholders if not agreed to take those. Capital of the company can also be reduced as the provisions of the Act.</p>
<p>42. The Directors may at any time accept the surrender of any share on such terms at they think fit and subject to provisions of the Act.</p>	
<p>TRANSFER AND TRANSMISSION OF SHARES</p>	<p>BORROWING POWERS</p>
<p>43. No transfer of any share of the company shall be made or registered without the previous sanction of the Directors during the fourteen days immediately preceding the ordinary general meeting in each year. The Directors may decline to register any transfer unless the instrument of transfer is accompanied by the certificate of share or shares to which it related and such other evidence as the Directors may reasonably require to show the right of the transferor to make the transfer.</p>	<p>The Board of Directors may from time to time raise or borrow any sum or sums of money for the purpose of the Company from any person, local and/or foreign banks, financial institutions, firms, companies and particularly from any Director and may secure the payment of such money in such manner and upon such terms and conditions as they think fit and particularly by issuance of promissory notes or bills of exchange or giving or issuing any other security of the Company or by mortgage or charge of all or any of the property of the company including its uncalled capital for the time being and the Directors or any of them may guarantee the whole or any part of the loan and debts raised by or on behalf of the Company or any interest payable therein with powers to the Directors to identify the guarantees or against any liabilities under their guarantee by means of mortgage or hypothecation of or charge upon any property and assets of the Company movable otherwise.</p> <p>Company may raise capital by issuing Bond, Debenture, Stock or other securities may be issued at a discount, premium or otherwise.</p>
	<p>Guarantee to Sister Concern/Associate Company</p>
<p>44. The Directors may at their absolute discretion and without assigning any reason decline to register any transfer of shares (other than fully paid shares) and such refusal shall not be affected by the fact that the proposed transferee is already a shareholder. If the Directors refuse to register the transfer of any shares, they shall within six weeks from the date, on which the instrument of transfer was lodged with the company, send to the transferor and transferee notice of refusal.</p>	<p>To mortgage the property /(s) and assets of the company as security for loan/(s) and/or any credit facility/(s) to be given to any associate company/(s) and/or sister concern/(s) and/ or third party/(s) and also stand surety to give guarantee, corporate guarantee, securing liability/(s) of such associate company/(s) and/or sister concern/(s) and/or third party/(s).</p>

<p>The company shall not charge any fee for registering transfers of its shares.</p>	
	RELATED PARTY TRANSACTION
<p>45. The instrument of transfer of any share shall be executed by both the transferor and transferee and the transferor shall be deemed to remain a holder of such share until the name of the transferee is entered in the register in respect thereof.</p>	<p>Company may purchase, sell, lend, borrow any raw materials, assets movable or immovable property to/from any other associate Company(s) or Sister Concerns, or any person a related party of the Company or otherwise.</p>
	BANK ACCOUNT
<p>46. Application for registration of transfer of share in the company may be made either by the transferor of the transferee, provided that where such application is made by the transferor, no registration shall in the case of partly paid shares be effected unless the company gives notice of the application to transferee in the manner prescribed by section 34(2) of the Act. Subject to the provisions of these Articles the company shall unless objection is made by the transferee within two weeks from the date of the receipt of notice, enter in the register of members the name of the transferee in the same manner and subject to the same conditions as if the application for registration was made by the transferee.</p>	<p>The Company shall open Bank Account (s) with any schedule Bank in Bangladesh and abroad and the signatories of Bank Accounts and operations of the accounts shall be determined by the Board of Directors from time to time.</p>
	DIVIDEND AND RESERVE
<p>47. Share in the company shall be transferred in the following form or in any usual or common form or as near thereto as the circumstances will admit.</p>	<p>The company in a General meeting may declare dividends but no dividend shall exceed the amount recommended by the Board of directors. The Directors may from time to time pay to members such interim dividend as appears to the Board of Directors to be justified by the profits of the Company. The Board of Directors shall have the absolute discretion as to the employment of the reserve created out of the net profits of the company and in issuing of fully paid bonus shares or cash Dividend.</p>
	ACCOUNTS AND AUDIT
<p>TAMIJUDDIN TEXTILE MILLS LIMITED I,.....of..... in consideration of the sum of Rs. paid to me by of hereinafter called the said transferee, do hereby transfer to the said transferee share (or shares) numbered in the undertaking called, "The Tamijuddin Textile Mills Limited", to hold unto the said transferee, his executors administrators and</p>	<p>The Board of Directors shall cause to be kept proper books of accounts as provided by Section 181 & 182 of the Companies Act, 1994, with respect of the following. (a) All sums of money received and expended by the company and the matter in respect of which the receipts and expenditures took place. (b) All sale and purchases of goods by the company. (c) All the assets and liabilities of the company. (d) All income expenditure and other monetary transactions for the purposes of requisition of the objectives of the</p>

<p>assigns subject to the several conditions of which I held the same immediately before the execution hereof and I, the said transferee do hereby agree to take the said share (or shares) subject to the conditions aforesaid.</p> <p>As witness our hands the day of1970. Witness to the signature of etc.</p>	
<p>48. A share may be transferred by a member or other person entitled to transfer the same to any person competent to enter a contract. But on transfer shall be made to a Firm or trust or a Minor.</p>	<p>Subject to the provisions u/s-183, at least once in every calendar year the accounts of the company shall be examined and the correctness of the balance sheet and Profit & Loss Account be ascertained by one or more Auditor by the provisions of companies Act. 1994. The Company general meeting shall fix the remuneration of the auditors except that they fix the remuneration of any audit appointed by the Board of Directors.</p>
	<p>RESTRICTIIONS ON MEMBERS</p>
<p>49. The company shall incur no liability or responsibility whatever in consequence of registering or giving effect to any transfer or transmission of shares purporting the have been made by any apparent legal owner thereof to the prejudice of persons having or claiming any equitable rights, title or interest to or in the said shares not withstanding that the company may have had notice of such equitable right or interest or notice prohibiting registration of such transfer and may have entered such notice or served thereto in any book of the company and the company shall not be bound or required to attend or given effect to any notice which may for be given to them on any equitable right, title or interest, or be under liability whatsoever for refusing or neglecting to do so though in may have entered or referred to such notice in some book of the company's but company shall nevertheless be at liberty to regard and attend to any such notice and give effect thereto if the Directors shall so think fit.</p>	<p>No member of the Company shall, without previous consent in writing of the Board, be directly or indirectly employed to or be interested in or assisting in carrying on any business in competition with the Company or having interest inconsistent to those of the Company, otherwise than as holder of shares or debentures, and if it be proved that any member has committed a breach of this provision, the shares of such member may be forfeited.</p>
	<p>INDEMNITY</p>
<p>50. On giving seven days notice by News paper the transfer books and register of members shall remain closed during the fourteen days immediately preceding the Ordinary General Meeting, and may also he closed at such other time or times by advertisement, as the Directors shall deem expedient so that the same be not closed for any greater period in the whole forty-five days in the year or Company.</p>	<p>Chairman, Managing Director, Deputy Managing Director, Executive Director, Directors and officers shall be indemnified by the company for all losses and expenditure incurred by him or them respectively in or about the discharge of their duty except their willful act, neglect or default and shall be the Directors to pay out the fund of the Company in cash all losses and expenses which the</p>

<p>exceeding thirty days at a time.</p>	<p>Managing Director or any other directors, officers or servants may in any way incur in discharging his or their duties and the amount for which indemnity provided shall immediately attach a lien on the property of the company and have priority over all claims.</p>
<p>ALTERATION OF CAPITAL</p>	<p>SECRECY</p>
<p>51. The Directors may, with the prior sanction of the company in general meeting, increase, consolidate the share capital by such sum or to divide in to shares of such amounts and such classes, as the resolution shall prescribe.</p>	<p>The Chairman, Managing Director, Deputy Managing Director, Executive Director, Directors, Manager, Secretary, Auditors, Account officer, Agent or other person employed in the business of the company shall have to observe strict secrecy respecting all matters which may come to his knowledge in the discharge of the duties unless required to do so by resolution of the company or by a court of law or where the person connected is required to do so in order to comply with any provision of the law or in these presents.</p>
	<p>ARBITRATION</p>
<p>52. All new shares shall before issue, be offered to the members in proportion as the circumstances admit, to the existing shares to which they are entitled. The members shall be notified specifying the number of shares offered, and limiting a time within which the offer if not accepted will be deemed to have been declined, and after the expiration of that time or on the receipt of an intimation from the person to whom the offer is made that he declined to accept the shares offered, the Directors may dispose of any new shares which (by reason of the ratio with the new shares) cannot in the opinion of the Directors be conveniently offered under this Article.</p>	<p>Under provision of Section 227 of the Companies Act.1994, any dispute arising among the Directors themselves or between a member and the Board or Directors as to the true interpretation of this Articles or the Implication there of shall be referred to the Arbitrations constituted with a nominee for each of the aggrieved parties and award of the Arbitrators as the case may be shall be binding upon the parties to the Arbitration. Arbitration affairs will be dealt and settled under the arbitration act. 2001.</p>
	<p>WINDING UP</p>
<p>53. The new shares shall be subject to the same provisions reference to the payment of calls, lien, transfer, transmission, forfeiture and otherwise, as the shares in the original share capital.</p>	<p>Subject to the provisions of these present s if the Company shall be wound up and the assets available for distribution among the members as such shall be insufficient to repay the whole of the paid-up capital, such assets shall be distributed so that, as nearly as may be, the losses shall be borne by the members in proportion to the shares held by them respectively And if in a winding up, the assets available for distribution among the members shall be more than sufficient to repay the whole of the capital paid- up at the commencement of the winding up, the excess shall be distributed amongst the members in proportion to the shares held by them respectively . But this Article is to be without prejudice to the rights of the holders of shares upon special terms and conditions.</p>



<p>54. The company may by an ordinary resolution:-</p>	
<p>(a) Consolidate and divide its share capital into shares of larger amount than its existing shares.</p> <p>(b) By the subdivision of its existing shares or any of them divided the whole or any part of its share capital into shares of smaller amount than is fixed by the memorandum of Association, subject nevertheless to the provisions of paragraphs (d) of sub section (i) of section 50 of the companies Act.</p>	<p>If the Company shall be wound up, whether voluntarily or otherwise, the liquidators may, with the sanction of an extraordinary resolution, divide amongst the contributories in price or in kind any part of the assets of the Company and may, with the like sanction, vest any part of the assets of the Company in trustees upon such trusts for the benefit or the contributories or any of them as the liquidators with its like sanction shall think fit.</p>
<p>55. Subject to the provisions of section 54A to 66 of the Act the company may from time to time by special resolution reduce or cancel its share capital by paying of capital or canceling capital or otherwise as may be expedient on such terms and conditions as agreed.</p>	
<p>56. The rights and privileges attached to each class of shares may be modified, commuted, effected or abrogated in the manner provided in the act.</p>	
<p>BORROWING POWERS</p>	
<p>57. The directors, may from time to time, at their discretion borrow from any source subject to Section 87E of the Act and secure the payment of any sum or sums of money for the purpose of company and may themselves lend to the company on security or otherwise. Provided that the amount from time to time outstanding of moneys borrowed shall not exceed the paid-up capital of company except when the same shall have been previously permitted by the company in General Meeting.</p>	
<p>58. The Directors may raise or secure and make repayment of such moneys in such manner and upon such terms and conditions in all respects as they think fit and in particular by the creation of Mortgages, Charges by issue of Debenture or debenture stock or bonds whether redeemable, perpetual or convertible or non-convertible of company secured or charge upon all or any part of the undertaking properties and right of the company both present and future including the uncalled capital or by giving accepting of endorsing on behalf of the company any promissory notes or bills or exchange there shall not be any bar to borrow with or without security or interest from amongst the directors or from private parties.</p>	

<p>59. The Directors shall cause a proper register to</p>	
<p>be kept in accordance with section 123 of the Companies Act of all mortgages and charges specifically affecting the property of the company and shall duly comply with the requirements of sections 109 and 109A of the companies Act, in regard to the registration of mortgages and charges therein specified and otherwise and shall also duly comply with the requirements of section 117 of the companies Act as to keeping a copy of every instrument creating any mortgage or charge by the company at the office and the requirements of section 121 of the companies Act to giving intimation of the payment or satisfaction of any charge of mortgage created by the company.</p>	
<p>60. Every register of holders of debentures of the company may be closed for any periods not exceeding in the whole thirty days in any year, subject as aforesaid every such register shall be open to the inspections of the registered holder of any such debenture and of any member, but the company may in general meeting impose any reasonable restriction so that at least two hours in each day when such register is open are appointed for inspection.</p>	
<p>61. Subject to the provision of section 34 (3) and 34(6) of the companies Act, no transfer of registered debentures shall be registered unless a proper instrument of transfer duly stamped and executed by the transferor and transferee has been delivered to the company together with the certificate of the debentures.</p>	
<p>62. If the Directors refuse in register the transfer of any debentures, the managing director shall within two months form the data on which the instrument of transfer was lodged with the company, send to the transferee and transferor notice of the refusal.</p>	
<p>63. The Company shall comply with the provision of section 124 of the companies Act as to allowing inspection of copies kept at the office in pursuance of section 117 of the companies Act and as to allowing inspection of the register of mortgages to be kept at the office in pursuance of section 125 of the Companies Act.</p>	
<p>64. The Company shall comply with the provision of section 125 of the companies Act as to supplying copies of any register of holders of debentures or of any trust deed for securing any issue of debentures.</p>	
<p>65. The trustees for the debenture holders shall have the same right to receive and inspect the balance sheet and profit and loss account of</p>	



<p>the company and the report of the auditors and other reports as is possessed by the holders of ordinary shares of the company.</p>	
<p>66. If any uncalled capital of the company be included in or charged by any mortgage or other security the director may by instrument under the company's seal, authorize the person in those favor such mortgage of security is executed or any other person in trust for him to make calls on the members in respect of such uncalled capital, and the provisions here in before contained in regard to the calls shall mutatis mutandis, apply to calls to calls made under such authority may be made exercisable either conditionally and either to the directors power or otherwise, and shall be assignable if expressed so to be.</p>	
<p style="text-align: center;">GENERAL MEETING</p>	
<p>67. A general meeting shall be held within eighteen months from the date of the incorporation of the company and there after once at least in every year at such time (not being more then fifteen months after the holding of the last preceding General Meeting) and at such place as the Directors shall determine. A statutory general meeting shall be held in terms of section 77 of the Act.</p>	
<p>68. The above mentioned General Meeting not be called Ordinary General Meeting; all other General Meeting shall be called extra ordinary General Meetings.</p>	
<p>69. The Directors may, whenever they think fit and they shall, upon a requisition made in writing signed by holders of not less thanonce tenth of the issued share capital of the company upon which all calls or sums then due have been paid, forthwith proceed to convene an extra – ordinary General Meeting.</p>	
<p>70. Any requisition made by the members shall express the object of the meeting proposed to be called and signed by requisitions, or a majority of them in value, may themselves call as extra ordinary General Meeting so called shall be held within three months from the date of deposit of the requisition.</p>	
<p>71. If the Directors do not proceed to call a meeting within twenty one days of the requisition being so deposited, the requisitionist's, or a majority of them in value, may themselves call as Extra Ordinary General Meeting but any meeting so called shall be held within three months from the date of deposit of deposit of the requisition.</p>	

PROCEEDING AT GENERAL MEETING	
72. Subject to the provisions of sub-section (2) of Section 81 of the companies Act, relating to Extra- Ordinary resolutions fourteen days' notice at least is served specifying the place, the day and hour of meeting and, in case of special resolution at least twenty one days' notice shall be given specifying the intention to propose the resolution as a special resolutions, but any member shall not invalidate the proceedings at any General Meeting. A General Meeting may with the consent of all members be called at such shorter notice and in such manner as the members may think fit.	
73. The business of an ordinary meeting shall be to receive and consider profit and loss account, Balance Sheet and report of the Directors, and Auditors, the election of Directors, and other officers, the fixing of the number and remuneration of Directors and remuneration of the Auditors, declaration of Dividend and such other business which under the provision of these present ought and be transacted at an Ordinary Meeting. All other business transacted at an Ordinary Meeting and all business transacted at an Extra-Ordinary Meeting shall be deemed specialbusiness.	
74. No business shall be transacted at any General Meeting unless a quorum of members is present at the time, when the meeting proceeds to business. At least five memberspersonally present and entitled to vote shall be a quorum for general meeting.	
75. If within half an hour than the time appointed for the meeting quorum be not present, the meeting, if called under the requisition of members, shall be dissolved but in any other case it shall stand adjourned to the same day in next week at the same time and place, and if at the adjourned meeting a quorum be not present, within half an hour of the time appointed for the meeting, the members present not being less than three, shall be a quorum and may transact the business for which the meeting was called.	
76. The Chairman of the Board of Directors shall preside as chairman at every General Meeting of the company.	
77. If there is no such chairman or if any meeting he is not present within fifteen minutes after the time appointed for holding the meeting or is unwilling to act as Chairman, members present shall elect one of the Directors as the Chairman and if none of the Directors be	



<p>present or willing to take the Chair, members present shall elect someone of them to be the chairman.</p>	
<p>78. No business except the election of Chairman shall be discussed in any General Meeting while the chair is vacant.</p>	
<p>79. The Chairman may, with the consent of one meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for more than ten days, notice of the adjourned meeting shall be given as in the case of an original meeting, shall as aforesaid, it shall not be necessary to give any notice of an adjournment or the business to be transacted at the adjourned meeting.</p>	
<p>80. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless a poll is (before or in accordance with the provision of clause (c) of sub-section (1) of section 79 of the companies Act) demanded, a declaration by the chairman that a resolution has not been carried unanimously or by a particular majority or lost and an entry to that effect in the book of the proceedings of the company shall be conclusive evidence of the act without proof of the number of proportion of the votes recorded in favor of, or against the resolution.</p>	
<p>81. If a poll is duly demanded, it shall be taken in such manner as the Chairman directs and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded. The demand of a poll may be withdrawn. The Demand of poll not prevent the continuance of meeting for the transaction of any business other than the question on which the poll has been demanded.</p>	
<p>82. In the case of an equality of votes, whether on a show of hands or on a poll the Chairman of the meeting at which the show of hands takes place or at which the poll is demanded, shall be entitled to second or casting vote.</p>	
<p>83. A poll demanded, on the election of a Chairman or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the Chairman of the meeting directs</p>	



VOTES OF MEMBERS	
84. On a show of hands every members present in person or attorney or every corporation present by a preventative duly authorized in that behalf (where such representative is not a member of the company) shall have one vote, and upon a poll every member whether present in person or by Proxy or attorney or by a representative under section 80 of the Act shall have one vote for every share held by him.	
85. A members of unsound mind or in respect of whom an order has been made by any court having jurisdiction in lunacy may vote by his manager or other legal guardian, and if any member is a minor, he may vote by his guardian, or any one of his guardians as to be entitled to vote as a manager or guardian of a lunatic or guardian of a minor shall at least 72 hours before the meeting satisfy the Directors of his right to act as such.	
86. In the case of joint holder of any share, the vote of any one of such members who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the vote of the other joint holder of holders.	
87. No member shall be entitled to be present or to vote at any General Meeting unless all calls or other sums presently payable by him in respect of shares in the company have been paid.	
88. A company which is a member of this company may by resolution of its Directors under Section 80 of the companies Act or by a general power of Attorney Authorize any of its official or any other person to act as its representative at any meeting to exercise the same power on behalf of the company which he represents as if he were individual member of this company.	
89. On a show of hands votes may be given center personally or in the case of a company be a representative duly authorized as aforesaid. On a poll, votes may be given either personally on by proxy or in the case of a company, by representative authorized aforesaid. Provided that on company shall vote by proxy or by attorney so long as a resolution of its Directors in accordance with the provisions of a section 80 of the companies Act is in force.	
90. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorized in writing or if	



<p>such appointer is a corporation, either under common seal or under the hand of an attorney so authorized. No person shall act a proxy unless he is a member of company.</p>	
<p>91. The instruments appointing a proxy and the power of attorney or other authority (if any) under which it is signed or a materially certified copy of that power or authority shall be deposited at the registered office of the company not less than seventy two hours before the time for holding the meeting at which the person named in the instrument propose to vote, and in default the instrument of proxy shall not be treated as valid.</p>	
<p>92. The instruments appointing proxy shall be in the following form or in any other suitable form.</p> <p>.....being the member of Tamijuddin Textile Mills Limited appoint ofas my proxy, to vote for me and on may be half at the ordinary or Extra ordinary as the case may be) General Meeting of the Company to be held on theday of.....and at any adjourn thereof.</p> <p>As witness my hand this day ofsigned by the said in the presence of.</p>	
<p>93. A vote given in accordance with the terms of an instrument or proxy shall be valid notwithstanding the previous death of the principal, or revocation of the proxy or transfer of the share in respect of which the vote is given, provided on intimation in writing the death, transmission or transfer shall have been received at the office before the meeting and provided that a proxy previously given shall be deemed to be revoked by a proxy given subsequently or when the appointer is present in person at the meeting.</p>	
<p>DIRECTORS</p>	
<p>94. Until otherwise determined by the company in general meeting the number of Directors shall not be less than three not more than eleven inclusive of (ICP) Director& EPF Director.</p>	
<p>95. During such time as the investment Corporation of Pakistan (ICP) hold at least 2,500 ordinary shares of the company (ICP) shall continue to have the right from time to time to appoint one person as a Director at the company and to remove such person from office and on a vacancy being caused in such office for any reason whether by resignation, removal, death or otherwise, to appoint another person to fill up the vacancy. The Director so appointed shall be called the"ICP</p>	



<p>Director" ICP Director shall neither be required to hold any qualification shares nor be liable to retire by rotation in all other respects ICP Director shall have the same rights and privileges and be subject to the same responsibilities as other Directors of the company.</p>	
<p>96. The Equity Participation Fund shall have the right to appoint at its option a person as Director of the company and to replace such person from time to time. The Director so appointed by the equity participation fund shall neither be required to hold any qualification share not be liable to retire by rotation.</p>	
<p>97. The following persons shall be the first Directors of the company.</p> <ol style="list-style-type: none">1. Haji Abdul Majid. 13, S.M. MalehRoad ,Tanbazar, Narayangonj.2. Mr. Abdur Kader Miah. 13, S.M. Maleh Road, Tanbazar, Narayangonj.3. Mr. AbdurRahmanMiah. 13, S.M. Maleh Road, Tanbazar,Narayangonj.	
<p>98. Haji AbdurMajid shall be the first Managing director of the company. The first Managing Director shall not be liable to retire by rotation during terms of his 10 years period and shall hold office for a period of 10 years.</p>	
<p>99. The Chairman of the Board of Director shall be his elected by the Directors in the manner and for the period they deem fit.</p>	
<p>100. The qualification of a director shall be his holding shares to the value of Rs. 25000/- at least in his own name, relax able in the case of directors representing interest holding shares of the requisite value.</p>	
<p>101. Unless the company otherwise determines in General Meeting every Director shall be paid out of the funds of the company by way of remuneration not exceeding Rs.100/- as fee for attending each Meeting of the Board . The Directors coming from outside the place where the meeting is held, shall also be entitled to a reasonable traveling allowance and hotel charges as may be decided by the Board in addition of the above fee the managing Director shall be paid a remuneration of Rs.5,500.00 per month.</p>	
<p>102. Notwithstanding any vacancy in their body the Directors may act any time if the number falls below the fixed minimum. The Director The</p>	



<p>Director shall not except for the purpose of filling such vacancy for bringing the number to minimum to act long as the number is below the minimum.</p>	
<p>103. The office of a Director shall, IPSO FACTO, Vacate if;</p> <ul style="list-style-type: none">(a) He is found to be unsound mind by a court of competent jurisdiction, or(b) He is adjudged an insolvent(c) He falls to pay calls made on his in respect of shares held by him within six months from the date the of such call being made or(d) He or any firm of which he is partner or any private company of which he is a Director without the sanction of the company in General Meeting accepts or holds any office of profit under the company other than that of a nominee of the Managing Agent or Manager of a Legal or a banker, or(e) He absents himself from three consecutive meetings of the Directors or from all meetings of the Directors for a continuous period of the three months whichever is the longer, without leave of absence from the board of Directors, or(f) He or any firm of which he is a partner or any private company of which he is Director accepts a loan or guarantee from the company in contravention of section 86 D of the act or(g) He acts in contravention of section 86 F of the act or(h) He commits any non-bailable offence punishable under the penal code and involving moral turpitude or(i) By notice in writing to the company, he resigns his office.	
<p>104. Subject to the provision of section 86 F and 87 D of the Act, the Managing agents and directors shall not be disqualified from contracting with the company either as vendor, purchaser or otherwise nor shall any such contract or arrangement entered into by or otherwise, nor shall any such contract or arrangement entered into by or on behalf of the company with any other company or partnership or in which the Managing Agents or any Director shall be a member or partner or otherwise interested, be avoided, not shall the Managing Agent or any Director so contracting or being such member or so interested, be liable to account to the</p>	

<p>company for any profit obtained by any such contract or arrangement by reason of the Managing Agents of all such interest must be disclosed at the meeting that exists, or in any other case at the fires meeting of the Directors after the requisition of such interest, provided nevertheless that on Director shall vote in respect of any contract or arrangement in which he is so interested but if be vote shall not be counted although he may remain present with being reckoned for the purpose of quorum. This article shall not apply to any security for advances or indemnity against loss he may suffer. A general notice by a Director of his vote shall not be counted although he may remain present without being reckoned for the purpose of quorum. This articles shall not apply to any security for advances or indemnity against loss he may suffer. A general notice by Director of his being a Director of any other company or form and as such interested in and transaction with the company shall be sufficient disclosure under this Article and in such cases no special notice relating to any particular transaction shall separately necessary.</p>	
<p>105. The Directors shall maintain a register of all contracts or other document entered into by the company and the particular required by section 87 the of company Act.</p>	
<p>106. The Directors of the company may become Managing agents or Directors of any other company promoted by this company or in which it may be interested as a vendor, shareholder or otherwise and such Managing Agents or Directors shall not be accountable for any benefits received by them in such capacity.</p>	
<p>ROTATION OF DIRECTORS</p>	
<p>107. At the first ordinary general manager of the company, all the directors for the time being shall retire from office with the exception of the Managing Director and at subsequent ordinary general meeting one third of Directors (other than the managing director EPF Director and ICP director) or their number is not three then the number nearest to one third shall retire from office every year.</p>	
<p>108. The Director to retire every year shall be those who have longest in office since their last election, but as between person who become Directors on the same day those to retire shall (unless they otherwise agree themselves) be determined by lot.</p>	

<p>109. A retiring Director shall be eligible for re election.</p>	
<p>110. The company of the General Meeting in which a Director retires may fill up his vacancy by electing another in his place</p>	
<p>111. If at any meeting at which election of Directors ought to take place of the vacating Directors be not filled up, the meeting shall stand adjourned till the same day next week at the same time and place and if at the adjourned meeting such place be not filled up, the vacating directors or such of them as have as have not had their places filled up shall be deemed to have been reelected at the adjourned meeting.</p>	
<p>112. The company in General Meeting may from time to time increase or reduce the number of Directors subject to the provision of sections 83 A (1) and 83 B (2) of the act and may alter their qualification and may also determine in what rotation such increased or reduced number is to go out of office.</p>	
<p>113. The company may by extra ordinary resolution remove any Director (other than ICP Director and EPF Director) who is liable to retirement before the expiration of the period of his office and may by ordinary resolution appoint other person in his stead who shall retire at the same time as the director in those place he is appointed would have done.</p>	
<p>114. Any casual vacancy occurring among the Directors may be filled up by the Board bur any person so chosen shall hold office for the remainder of the term.</p>	
<p>115. NO person not being a retiring director shall unless recommended by the directors be eligible for electing to the office of director at any general meeting unless he or some other member intending to propose him had not less than fourteen days nor more than two months before the meeting left at the office a notice in writing duly signed signifying his candidature of the office or the intention of such member to propose him.</p>	
<p>116. The Director may meet together for the dispatch of business, adjourn and otherwise regulate their meeting as they think the questions arising at any meeting shall be decided by a majority of votes in case of equality of votes the chairman shall have a second or casting vote the director may, on the requisition of a director shall at any time summon a meeting of directors.</p>	



117. The question of the director meeting shall consist of at least three directors present in person. If all the director except who are disqualified from voting, the matter shall be decided in the general meeting.	
118. The continuing Directors may act notwithstanding any vacancy in their body but so long as their number is reduced below the number fixed by or pursuant of the regulations of the company as the necessary question of directors the continuing directors may act for the purpose of increasing the number of director to that number or of summoning a general meeting of the company but for no other purpose.	
119. If the chairman be not present at the meeting it shall stand adjourned to some other day and time as the Directors present think fit or the Directors if they so decide appoint one of them to preside over that meeting and transact the business for that meeting.	
120. The Managing Director may at any time and shall upon the request of a director convene a meeting of the board. No another of any meeting need be given to a director who is not for the time being resident in Pakistan. The Board shall decide all questions by majority of votes but in case of quality of votes the chairman shall have a second or casting vote.	
121. The Director may from time to time delegate their powers to the committee of Directors and revoke, add to or later such delegation. Any committee of Directors shall act in conformity to any direction given by the Directors.	
122. All acts done by any meeting of the Directors of by a committee of Directors, or by any person acting as directors shall notwithstanding that it shall afterwards be discovered that there was some defect in the appointment of such Directors, committee or persons, acting as aforesaid or that they, or any of them, were disqualified, be as valid as if every such person had been disqualified, be as valid as it every such person had been duly appointed and was qualified to be a Director, provided that meeting in this article shall be deemed to give validity to acts done by a Director has been shown to be invalid.	
123. Subject to the provisions of section 87D (5) of the Act a resolution passed by circulation signed by the majority (not being less than three) of the Directors for the time being in Pakistan shall be as valid and effectual as if it	



has been passed at duly convened meeting of the directors.

124. Any Director may be called or required to perform extra services or work for the company in any capacity. The remuneration for performing extra service or work for the company in any company in the general meeting (Not board of directors). If the payment for extra services is to be made in the form of commission fixed as a percentage of profit, it will be subject to the prior approval of the controller of capital issues.

PROCEEDING OF DIRECTOR'S MEETING.

125. The Directors shall cause minutes to be duly entered in books provided for the purpose.
126. The names of the Directors present at each meeting of the directors and of any committee of directors.
127. All orders made by the Directors and committee of the Directors.
128. All resolutions and proceedings of General Meeting and of meetings of the Directors and committee.
129. And any such minutes of any Meeting of the Directors of any committee or of the company if purporting to be signed by the Chairman of such meeting, shall be receivable as a prima-facie evidence of the meet stated in such minutes.

MANAGING DIRECTOR

130. Subject to the control and supervision of the Board of Directors of the Company, the affairs of the company shall be supervised and managed by the Managing Director. The office tenure and terms of appointment of the Managing Director shall be subject to the approval of the controller of capital issues.

Haji Abdul Majid shall be the First Managing Directors of the company.

THE SEAL

131. The Directors shall provide a common seal of the company and for the safe custody of it: The seal of the company shall not be affixed to any instrument except by the authority of a resolution of the Board of Directors and in the presence of at least two Directors of the company; who shall sign every instrument to such the seal of the company is affixed in their presence. Any instrument bearing the common seal of the company and issued for



valuable consideration shall be binding on the company notwithstanding any irregularity touching the affixing of the seal.	
ACCOUNTS	
132. The Directors shall cause proper Books of accounts to be kept of (a) all sums of money received and expended by the company and the matters in respect of which such receipt and expenditure take place, (b) all sales and purchases of goods by the company and (c) the assets, credits and liabilities of the company and generally of all its commercial, financial and other affairs, transactions and engagements and of all other matters necessary for showing the true financial statement and condition of the company and the Books of account shall be kept at the Registered office of the company and shall be open to inspection by the Directors during business hours.	
133. The Board shall from time to time determine whether and to what extent and at what times and places and under what conditions and regulations the accounts and books of the company or any of them shall be open to the inspection of members not being Directors and no member (not being a Director) shall have any right of the company except as conferred by law or authorized by the Directors or by resolution of the company in General Meeting.	
134. At the Ordinary General Meeting in each year the Board shall lay before the company a profit and loss account and Balance sheet containing a summary of the property and assets and of the capital and liabilities of the company made up to the date not more than nine months the meeting from the time when the last preceding accounts and balance sheet made	
135. Every such Balance sheet shall be accompanied by a report (to be attached thereto) of the Directors with respect to the state of company's affairs, the amount (if any) which they recommended to be paid out of the profits by way of dividend or bonus to the Members and the amount (if any) which they propose to carry to the reserve fund or to any other special fund in accordance with the provisions of these Articles and shown specially in the Balance sheet or to be shown specifically in a subsequent Balance sheet.	
136. The Balance sheet and the Directors Report shall be signed by the Managing Director.	



<p>137. The Profit and loss Account shall include particulars showing the amount paid whether as fees, percentages or otherwise to the Managing Director, if any and Directors respectively as remuneration for the services and when a special resolution passed by the Members of the company so requires to the manager and the total amount written off for depreciation, if any, Director of the company is by virtue of the nomination, whether direct or indirect of company, Director of any other company, any remuneration or other emoluments received by him for his own use, whether as a Director or otherwise in connection with Management of the other Company, shall be shown in a note at the foot of amount or in a statement attached thereto.</p>	
<p>138. The profit and loss Accounts shall show arranged under the most convenient heads, the amount of gross income, distinguishing the several sources from which it has been derived and the amount of gross expenditure distinguishing the expenses of the establishment, salaries and other like matters. Every item of expenditure fairly chargeable against the year's, income shall be brought into account, so that 'a just balance of profit and loss may be laid before the meeting and in cases where any item of expenditure which may in fairness be distributed over several years have been incurred in may one year, the whole amount of such item shall be stated with the addition of the reasons why only a portion of such expenditure is charged against the income of the year.</p>	
<p>139. The Balance sheet and Profit and Loss Account shall be signed by at least two Directors and by the Managing Director, if any, and the Auditors' report shall be attached to the Balance sheet and Profit and Loss account or there shall be inserted at the foot of the Balance Sheet and the Profit and Loss Account a reference to the Report: A copy of such Balance Sheet and the Profit and Loss Account so audited together with a copy of the Auditors' Report shall be sent to the registered address of every Member of the company at least 14 days before the Meeting at which the same are to be laid before the Members of the company and a copy of the same shall be deposited at the Registered office of the company for the inspection of the members of the company during the period of at least 14 days before that meeting.</p>	
<p>140. After the Balance sheet and the Profit and Loss Account has been laid before the company at</p>	



<p>the General Meeting three copies thereof signed by the Managing Director shall be filed with the Registrar together with annual list of members and summary prepared in accordance with the requirements of section 32 of the Act.</p>	
<p style="text-align: center;">AUDIT</p>	
<p>141. Once at least in every year the account of the company shall be examined and correctness of the profit and loss accounts and Balance sheet ascertained by one Auditor.</p>	
<p>142. The company at each ordinary General Meeting shall appoint an Auditor or Auditors to hold office until the next Ordinary General Meeting and following provisions shall have effect, that is to say;</p>	
<p>(a) If an appointment of an Auditor or Auditors is not made at an Ordinary General Meeting, the local Government may on the application of any member appoint an Auditor of the Company for the current year for his services.</p>	
<p>(b) The Directors may fill up any casual vacancy that may occur in the office of Auditor by the appointment of a person who shall hold such office until the next Ordinary General Meeting but while any such vacancy continues, the serving or continuing Auditors (if any) may Act;</p>	
<p>(c) A Director or officer of the company or a partner of or person in the employment of such Director or officer or any other person indebted to the Company shall not be appointed Auditor of the company;</p> <p>(d) If any person after being appointed Auditor becomes indebted to the company his appointment shall thereupon be terminated; No person other than a retiring Auditor be capable of being appointed to the office of Auditor at Ordinary General Meeting unless notice of an intention to nominate him be given to the</p> <p>Company not less than fourteen days before the day appointed for the holding of such Ordinary General Meeting and upon receipt of such notice the provision of Section 144 of the said Act shall be complied with.</p>	
<p>(e) The first Auditor of the company may be appointed by the Directors before the Statutory Meeting and if so appointed shall hold office until the first Ordinary General Meeting unless previously by a resolution of the share holders in General Meeting in which case the share-holders of such meeting may appoint Auditors.</p>	



<p>143. Subject to section 144 and 145 of the Act in respect of appointment, remuneration, rights and duties, the remuneration of the Auditors of the company shall be fixed by the company in General Meeting.</p>	
<p>144. Every Auditor of the company shall have a right of access at all times to the books of accounts and accounts and vouchers of the company and shall be entitled to require from the Directors and officers of the company such information and explanations as may be necessary for the explanations and as may be necessary for the performance of the duties of the Auditors and the Auditors shall made a report to the members on the accounts examined by them and on over Balance sheet and profit and loss Accounts laid before the Company in General Meeting during their tenure of office and the report shall state;</p>	
<p>(a) Whether or not they have obtained all the information and explanation they have required; and</p>	
<p>(b) Whether or not in their opinion the Balance sheet and profit and loss Account referred to it the report are drawn up in con with the law; and</p>	
<p>(c) Whether or not such Balance sheet exhibits a true and correct view of the state of the company's affairs according to the best of their information and the explanation given to them as shown By the explanation given to them and as shown by the explanations given to them as shown by the books of the company; and</p>	
<p>(d) Whether in their opinion the books of accounts have been kept by the company as required by section 130. Where any of the maters referred to in clause (a), (b), (c) and aforesaid are answered in the negative or with a disqualification, the report shall state the reason for such answers. The Auditors' report shall be attached to the Balance sheet and profit and loss account or there shall be inserted at the foot thereof reference to the report and such report shall be read before the company in General Meeting and shall be open to inspection by the members of the company.</p>	
<p>145. The Auditors of the company shall be entitled to receive notice of and to attend any General Meeting of the company at which any accounts which have been examined or reported on by them are to be laid before the company and may make any statement or explanations they desire with respect to the accounts.</p>	

<p>146. Every account of the company when audited and approved by General Meeting shall be conclusive except as regards any error discovered therein within three months next after the approval thereof Whenever any such error is discovered within that period the account shall forthwith be corrected and therefore shall be conclusive.</p>	
<p>NOTICE</p>	
<p>147. Any notice (which expression shall be deemed to include any summon, notice, process, order, judgment) or any other document in relation to or in the company to any member whether personally or by sending it by post to him to his registered address or (if he has not registered address in 'Pakistan) to the address, if and, within Pakistan supplied by him to the company for the giving of notices to him.</p>	
<p>148. Where a notice is sent by post, the services of such notice shall be deemed effective by properly addressing, prepaying and posting a letter containing the notice and unless the contrary is proved to have been effected at the time at which the letter would have been delivered in the ordinary course of post.</p>	
<p>149. If a member has no registered address in Pakistan and has not supplied to the company an address within Pakistan for the giving of notice to him a notice addressed to him and advertised in a newspaper circulation in the neighborhood of the Registered Office of the company shall be deemed to be duly given to him on the day on which the advertisement appears.</p>	
<p>150. A notice may be given by the company to the person entitled to the share in consequence of the death or insolvency of member by sending it through the post in a prepaid letter address to them by name or by the title of representatives of the deceased or assignee of the insolvent or by any like description at the address (if any) in Pakistan supplied for the Purpose by the person claiming to be so entitled or (until such address has been so supplied) by giving the notice in any manner in which the same might have been given if the death or insolvency had not occurred.</p>	
<p>151. Notice of every General Meeting shall be given in the same expect those members who having no registered address within Pakistan) have not supplied to the company an address within Pakistan</p> <p>By giving of notices to them to be every person entitled to a share in consequence of</p>	



<p>the death or insolvency of member who but for his death or insolvency would be entitled to receive notice of the meeting.</p>	
<p>152. All notices shall, with respect of any registered shares to which persons are jointly entitled by given to whichever of such person is named first in the Register in respect of such shares and notices of given shall be sufficient notice to all the holders of such shares.</p>	
<p>153. Subject to the provisions of the Act any notice required to be given by the company to the members or any of them and not expressly provided for by these presents, shall be sufficiently given, if given by advertisement once in one daily English and one daily vernacular newspaper circulating in Pakistan.</p>	
<p>154. Every person who by operation of law, transfer or other means whatsoever, shall become entitled to any share, shall be bound by every notice is respect to such share which previously to his name and address being entered on the Register shall be duly given from whom he derives his title to such shares.</p>	
<p>155. Any notice to be given by the company shall be signed by the Managing Director, if any, or such other officer as the Directors may appoint and the signature thereto may be written, printed or lithographed.</p>	
<p>156. All notice to be given on the part of the members shall be left at or sent by registered post to the registered office of company.</p>	
<p>RESERVE AND DEPRECIATION FUND</p>	
<p>157. Such portion of the Profits of the Company may be sent apart by the Directors as they think fit as a Reserve Fund and shall be applicable at the discretion of the Directors for the liquidation of any debenture, debts or other liabilities of the company, for meeting losses, for equalization of the company, for distribution by way of bonus amongst the members of the company, for transfer to the capital account by issue of new shares or by adjustment as call money on existing shares, or for any other purposes of the company with full power to employ in business of the company and that without being bound to keep the same separate from the other assets.</p>	
<p>158. Such portion of the profits of the company be set apart by the Directors as they think fit as a depreciation fund and shall be applicable at the direction of the Directors for rebuilding, restoring or altering any part of the building works, plant, machinery or other property of the company destroyed or other damaged by</p>	

<p>fire, flood, storm, tempest, accident, riot, wear and tear or other means and for repairing or altering and keeping in good condition the property of the company or for extending and enlarging the building, machinery, and property of the company, with full power to employ the assets constituting such depreciation fund in the business of the company and that without being bound to keep the same separate from the other assets.</p>	
<p>159. All money carried to the Reserve Funds shall nevertheless remain and be profits of the company applicable for the payment of dividends and such moneys and all other moneys of the Company not immediately required for the purpose of the company may be invested by the Directors in upon such investment or may be kept at any Bank deposit otherwise as the Directors from time to time think proper.</p>	
<p>160. All money carried to the deprecation fund may (subject to due provision being made for actual loss or deprecation) be transferred to the capital account, by issue of new shares or by adjustment of sale money on existing shares, according as the Directors may from time to time think fits.</p>	
DIVIDENDS	
<p>161. Subject to any special rights relating thereto created or authorized by the Articles and subject to the provisions of these articles as to Reserve funds and detraction funds, the profits of the company shall be divisible among the shareholders proportionately but where share money is paid up in advance of calls on the footing that the same shall carry interest. Such capital shall not, whilst carrying interest, confer rights to participate in profits.</p>	
<p>162. The company in General Meeting may declare a dividend to be paid to the members according to their right and interest in the profit and may fix the time for payment.</p>	
<p>163. No larger dividend shall be declared than is recommended by the Directors but the company in General Meeting may declare a smaller dividend. Dividend shall be declared as recommended by the Directors.</p>	
<p>164. No dividend shall be payable except out of the profits of the company but this provision shall be without prejudice to the right to apply any part or any such Reserve Fund as may represent undistributed profits, to provide, make up, equalize or in cease any dividend or to pay a bonus from time to time and no</p>	

<p>dividend shall early interest as against the Company.:</p>	
<p>165. The declaration of the Directors as to the amount of the net profits of the company shall be conclusive.</p>	
<p>166. The Directors may from time to time pay to the members such interim dividends as in their judgment the Position of the Company justifies.</p>	
<p>167. Any General Meeting declaring the dividend may make a call on the members of such amounts in the meeting fixed but so that the call on such member shall not exceed the dividend payable to him and so that the call may be made payable at the same time as the dividend and the dividend may, if so arranged between the company and the members, be set of against the call. The Making of call under this clause shall be deemed ordinary business of any Ordinary General Meeting which declares a dividend.</p>	
<p>168. The Directors may retain any dividend on which the company has a lien to the extent of debts, liabilities or engagements in respect of which the lien exists and may apply the same in or toward satisfaction of the debts, liabilities or engagements.</p>	
<p>169. Any General Meeting declaring a dividend may resolve that such dividend be paid wholly or partly by the distribution of specific asset and in particular of paid up shares, debentures or debentures stock of any other company or in any one of more such ways, and General Meeting may Resolve that any money or moneys investments or any part of the dividend, profit of the Company standing to the credit of the .Reserve funds or in hands of the company and available for dividend and will also include any profits arising from the sale or revaluation of the assets of the company or any part thereof' or by reason of any other accumulation to capital assets, or representing premium received on this issue of shares and standing to the credit of the share</p>	
<p>premium account and distributed amongst the share holders in accordance with the rights on footing that the share holders become entitled thereto as capital and that all or any part of such capitalized fund be applied on behalf of the share holders in paying up in full any unmissed shares so fully paid by distributed accordingly amongst the share holders in the proportion to which they are entitled to receive dividends and shall be accepted by</p>	



<p>them in full satisfaction of their interest in the capital sum. For the purpose of giving effect to any resolution under this or any preceding Article, the Directors may settle any difficulty which may arise in regard to the distribution as they think expedient and in particular may issue fractional certificates and may determine that cash payment shall be made to any members upon the footing of the value so fixed than fractions of less value that</p>	
<p>Re. 1/- may be assets in trustees upon such trust for the persons entitled to the dividend or capitalized and as may seem expedient to the Directors. Where required a proper contract shall be filled in accordance with section 104 of the companies Act 1913, and the Directors may appoint any person to sign such contract on behalf of the person entitled to Dividend or a capitalized fund, such appointment shall be effective.</p>	
<p>170. A transfer of share shall not pass the right to any dividend declared thereon before the registration of the transfer.</p>	
<p>171. Unless otherwise directed, any dividend may be paid by cheque or money order or warrant sent through the post to the registered address of the member entitled or in the case of joint holders to the registered address of the one first named and the company shall not be responsible for any loss arising there from.</p>	
<p>172. All dividends unclaimed for one year after having been declared may be invested or otherwise made use of by the Directors for the benefit of the company until claimed. Unclaimed dividend shall not be forfeited by the company.</p>	
<p style="text-align: center;">CAPITALIZATION</p>	
<p>173. The company in General Meeting may resolve that any moneys, investments of other assets forming part of the undivided profits (including profits arising from realization or appreciation in value of capital assets for time being of the company) standing to the credit of other Reserve fund or any other fund of the company or the hands of the company and available for dividend or representing premiums received on the issue of shares and standing to the credit of the shares premium account capitalized.</p>	
<p>174. By the distribution among the members or any class of them or any of them on the footing that they become entitled thereto as capital in accordance with their representative</p>	



<p>right and interest and in proportion to the amounts paid or credited as paid thereon of paid up shares, debenture or debenture stock, bonds, certificates or other obligations of the company.</p>	
<p>175. By crediting shares of the company which may have been issued and are not fully paid up, in proportion to the amounts paid or credited as paid thereon respectively, with the whole or any part of the sum remaining unpaid thereon.</p>	
<p>176. The Directors shall give effect to such resolution and apply such portion of the profits or such fund or any other fund as the Case may be required for the purpose of making payment full or</p>	
<p>part of the shares, debenture-stock, bonds certificates, or other obligations of the company, so distributed, or as the case may be for the purpose of paying, in part, the ammo remaining unpaid on the shares which may have been issued and are not fully paid up, provided that no-such distribution or payment shall be made unless recommended by the Directors and if so recommended such distribution and payment shall be accepted by such shareholders in full satisfaction of their interest in the said capitalized sum.</p>	
<p>177. For the purpose of giving effect to any such resolution the Directors may settle any difficulty which may arise in regard to the distribution or payment as aforesaid as they think expedient and in particular they may issue fractional certificates and may fix the value for distribution of any specific assets and generally may make such arrangement for the acceptance, allotment and sale of such shares, and fractional certificates or otherwise as they may think fit, and may make case payment to any holders .of shares on the footing of the value so fixed in order to adjust rights and may vest any shares in trustees for adjusting and rights as may seem expedient to the Directors when deemed requisite a proper contract shall be filled in accordance with the Act and the Board may appoint any person to sign such contract on behalf of the holders of the shares of company which shall have been issued prior to capitalization and such appointment shall be effective.</p>	
<p>EVIDENCE</p>	
<p>178. Where a given number of day's notice for notices extending over any other period is required to be given, the day of service shall unless it is otherwise provided be counted in such number or days or other period.</p>	



<p>179. On the trial of hearing or any section or suit brought by the company against any member or his representatives to recover any debtor money claimed to be due to the company in respect of his shares it shall be sufficient to prove that the name of the members is or, was when the claim arose, on the Register of Member of the company as a holder of the number of shares in respect of which such claim made that the amount, claimed is not entered as paid in the books of the company and it shall not be necessary to prove the appointment of the board who made any call not that a quorum of the Board was present at the Board's Meeting at with any other matter whatsoever, but the proof of the matters aforesaid shall be conclusive evidence of the debt.</p>	
<p style="text-align: center;">INDEMNITY</p>	
<p>180. Every Director, Auditors, Secretary and other officers or servants of the company shall be indemnified by the company against all cost, losses and expenses (not arising from his negligence, default, breach of duty, or breach of contract, or breach of trust in relation to the company) which any such Director, Manager, Auditors, Secretary or other officer or servant may incur or become liable to any reason of any contract entered into or act or thing done by him as such officer or servant or in any way in the discharge of his duties.</p>	
<p>181. Every Director or officer of the company or any person (whether an officer of the company or not employed by the company as Auditor) shall be identified out of the fund of the company against any liability incurred by him as Director, manager officer or Auditor, in defending proceedings whether civil or criminal in which judgments given in his favour in which he is</p>	
<p>required or in connection with any application under section 281 of the Act in which relief is granted to him by the court.</p>	
<p style="text-align: center;">WINDING UP</p>	
<p>182. If the company shall be wound up and the assets available for distribution among the members as such shall be insufficient to repay the whole of the paid up capital, such assets shall be distributed so that as nearly as may be, the losses shall be borne by the members in proportion to the capital paid up, at the commencement of the winding up on the share held by them respectively. And if in winding up, the assets available for distribution among the members are more</p>	



<p>than sufficient to repay the whole of the capital at the commencement of the winding up the excess shall be distributed among the members in proportion the capital paid-up, or which ought to have been paid up at the commencement of the holdings up on the shares held by them respectively. But this clause is to be without prejudice to the rights of the holders of shares issued upon special terms and conditions.</p>	
<p>183. If the company shall be wound up whether voluntarily or otherwise, the liquidators, may with the sanction of an Extra Ordinary Resolution, divide amongst the contributories in specie or kind any part of the assets of the company and may with the like sanction, vest any part of the property of the company in trustees upon such trusts for the benefit of the contributors or any of them as the liquidators with the like sanction as they shall think fit.</p>	
<p>184. If though expedient any such division may be otherwise than in accordance with the legal rights of the contributories(except where unalterably fixed bythe Memorandum preferential) or special rights may be excluded altogether or in part, but in case of division otherwise than in accordance with the legal rights of the contributory who would be prejudiced hereby, shall have right to dissent there from and to the ancillary rights as if such determination were a special resolution passed in pursuant to section 20 c-c of the Act.</p>	
<p>185. In case of any shares to be divided as aforesaid in value a liability to call or otherwise, any person entitled under such division any of the said shares, may within ten days after passing of the Extra Ordinary resolution by notice in writing, direct the liquidators to sell his proportion and pay him the net proceeds, and the liquidators shall if Practicable, act accordingly.</p>	
<p>186. A special Resolution sanctioning a sale to any other company duly passed in pursuant to section • 208-C of the Act may like manner aforesaid determine that shares or other consideration receivable by the liquidators be distributed amongst the members otherwise than in accordance with their exiting right and such distribution shall be binding upon all member subjects conferred by the said section. .</p>	
<p>SECRECY CLAUSE</p>	
<p>187. Every Director, Manager, Auditor Trustee, Member of a committee, officer, servant</p>	

<p>agent, TAT Accountant, other person employed in the business of the company shall if so required by the Directors before entering upon his duties, sign a declaration pledging himself to observe a strict secrecy respecting all transactions of the company with its customers and the state of accounts with individuals and in matters relating thereto, and shall by such declaration pledge himself not to reveal any of the matters which may come to his knowledge in the discharge of his duties except when required so to do by the Directors or by any meeting or by a court of law and except so far as may be necessary order to comply with any of the provisions in these presents contained.</p>	
<p>188. Subject to the provisions of any contract by the company no other person (not being a Director) shall be entitled to enter the property of the company or to inspect or examine the company's premises or properties of the company for the time being without prior permission of Directors to require discovery or an information respecting any details of the company's trading or any other which is or may be in the nature of trade secret, mystery of trade or secret process of any matter whatsoever which may relate to the conduct or the business of the company.</p>	
<p>(12) 'Special Resolution' and 'Extraordinary Resolution' shall have the meanings assigned thereto respectively by section 81 of the Act.</p>	
<p>(13) 'Proxy' includes Attorney duly constituted under a power of Attorney.</p>	
<p>(14) 'In writing' and 'written' include printing, Lithography and other modes of representing or reproducing works in a visible form.</p>	
<p>3. The company is to be a public company within the meaning of clause (13A) of section 2 (i) of the company's Act of 1913.</p>	



Tamijuddin Textile Mills Limited

Anabil Tower, 14th & 15th Floor, Plot: 03, Block # NW (J),
Kemal Ataturk Avenue, Gulshan-02, Dhaka-1212.

PROXY FORM

I/We.....

Of.....

..... being a Shareholder Member of Tamijuddin Textile Mills Limited, do hereby appoint Mr. /Mrs.

of.....

either of them may, in writing, appoint anyone to act as my proxy at the Extraordinary General Meeting (EGM) of the Company to be held on Thursday, 22 December at 11.45 am 2022 through Digital platform and at any adjournment thereof

As Witness my/our hand this..... day of December 22nd 2022.

.....
Signature of Proxy

Revenue
Stamp of
Tk. 20/=

.....
Signature of Shareholder(s)

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No. of shares held.....

Notes:

1. A member entitled to attend and vote in the EGM may appoint a proxy to attend and Vote on his / her behalf.
2. The Proxy Form, duly filled and stamped must be deposited at the corporate office of the Company at least 48 hours before the meeting.
3. Signature of the member(s) must be in accordance with the Specimen Signature recorded with the Company



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