

ইস্যু নং ৭৬৭৭
স্ট্যাম্প, কোর্টফি ও
ওঙ্ক নগদায়িত।



THE COMPANIES ACT, 1913
COMPANY LIMITED BY SHARES

MEMORANDUM

OF

ASSOCIATION

OF

THE IBN SINA PHARMACEUTICAL INDUSTRY PLC



ঢাকা
অধিকার সঞ্চয় বোর্ড
প্রত্যাশন করা হইল।

(মোঃ সিরাজ উদ্দিন)
সহকারী রেজিস্ট্রার
রেজিস্ট্রারের কার্যালয়।
লেখক ও পাঠক



THE COMPANIES ACT, 1913
COMPANY LIMITED BY SHARES
MEMORANDUM OF ASSOCIATION

OF

THE IBN SINA PHARMACEUTICAL INDUSTRY PLC

- (I) The name of the company is "THE IBN SINA PHARMACEUTICAL INDUSTRY PLC".
- (II) The Registered Office of the company shall be situated in Bangladesh.
- (III) The object for which the company is established is to carry on all or any of the following business or function within the country and also with any friendly/brotherly country of Bangladesh all over the world:
1. To manufacture all types of Drugs and Medicines, Biological and Non-Biological, Allopathia, Ayurvedic, Homeopathic Hekimi and Indigenous in all forms, such as tablets, capsules, powders, liquids, syrups, injections, creams, ointments etc.
 2. To set up Pharmaceutical Laboratories, Research Centre or Workshop and Organisation and to work as pharmaceuticals, cosmetics and chemical manufacturers.
 3. To carry on the business of Manufacturers and dealers of containers such as bottles and phials for bottling Medicines of various kinds, glass, ampules for filling in injections and medicines, test tubes, lactometer, Hydrometer, Thermometer, Barometer Surgical and medical instruments of all types cartons, card boards and card boards packages and boxes etc. including metal and plastic containers.
 4. To carry on business as manufacturing, dispensing and analytical chemists and druggists together with all or any of the trades or business usually carried on in connection therewith and to manufacture, import, export, produce, prepare, refine, sell, manipulate and deal in all kinds of salts, acids, alkalis, drugs, medicines, medicaments, herbs, pharmaceutical, chemical and surgical materials, instruments and appliance, patent and proprietary articles, perfumes, scents, face powders, face creams, cosmetics, soaps, toilet requisites, preparations and articles, scientific, surgical and dental and optical instruments and other goods, articles accessories and things of any description



and to employ properly qualified persons to act on the company's behalf as pharmaceutical and analytical chemists and as advising chemists in any manner in which such persons might act if he or they were carrying upon his or their own behalf any of the business of the company.

5. To carry on the business of exporters, manufacturers, merchants, suppliers, distributors, and vendors to chemist, druggist, and the medical, surgical and veterinary professions and to scientific and other institutions, agents for and dealers in medicinal, medical and veterinary preparations and scientific instruments, apparatus and accessories and materials of all kinds, merchants, growers of and dealers in farm produce of every kind animal fodder, forage, meal and flour merchants, dealers in farm and agricultural requisites and suppliers of every description, cattle food, oil cake, feeding stuffs, and patented and other specialities in the manufacture of with chemical or pharmaceutical products of any kind are used, manufacturer of and dealers in foods, grits drugs, medicines tonics and salts for animals poultry and live stock of- every description and appliances, equipments and suppliers of all kinds required for use in connection with breeding, maintenance of and upkeep of animals, poultry and other live stock.
6. To carry on business as importers, exporters, manufacturers, merchants, agents for and dealers in industrial and household preparations, all kinds of merchandise, goods, commodities, materials and produce of every description (whether manufactured, partly manufactured or otherwise) and to act as agents for manufactures, merchants, traders and others for the purchase, disposal and sale of all kinds of merchandise, goods, commodities, materials and produce whatsoever and generally to undertake and carry out agency work of any kind in any part of the world; and to carry on financial, commercial, trading and industrial undertakings of every description.
7. To manufacture, buy, sell and deal in mineral water, cordials, soups, broths and other restorative or foods, especially those suitable or deemed to be suitable for infants, invalids and convalescents.
8. To assist, promote, establish and contribute to manage, control or support sick funds and any associations or institutions for providing, upon any terms or conditions, medicines, drugs, medical and surgical preparations and apparatus and restoratives or foods aforesaid during sickness or illness.
9. To carry on the business of manufacturers and deal in anatomical orthopaedic and surgical appliances, aids and requirements of all kinds, manufacturers and suppliers and dealers in all requisites for hospitals, patients and invalids and the businesses of nurserymen, market, gardeners horticulturists, collectors of flowers and perfume producing vegetation, farmers, dairymen, poultry and live stock dealers, manufactures, refiners and extractors of and dealers in oil and oleaginous and saponaceous substances and of all kinds of angents and ingredients of and colour, importers and manufacturers

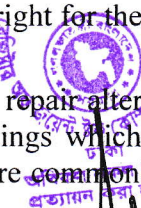
(মোঃ শহীদ উদ্দিন)
সহকারী রোজদ্রার
কো-অর্ডিনারের পক্ষে
লেখক ও পাঠক

২০/১২/২২



of and dealers in chemical industrial and other preparations and articles, compounds,, cements, oil paints agents composition, varnishes, dyeware, paint and colour grinders, and manufacturers of and dealers in chemical and scientific apparatus and materials.

10. To conduct any chemical or other investigations, researches or experiments with a view to inventing, perfecting or improving any process which may seem capable of being used by or in any business which the company is carrying on.,
11. To carry on business as proprietors and publishers of newspapers: journals, magazine, book and pamphlets, printers, stationers, publishers, photographic printers, lithographers, engravers, book binders, designers, draftsman, paper and ink manufacturers, book sellers and advertising agents.
12. To carry on business as packers, packagers carriers by land and sea and distributors of goods, wares, merchandise, produce and other produce and other property and things, shippers factors, forwarding agents, store keeper, warehousemen, wharfingers, importers and exporters and general traders, and merchants.
13. To carry on the business of manufacturers of packaging and packing machines of every description, and to buy, sell, hire, let out on hire, accept and grant licence to use and generally to deal in packing and packing machines of all kinds, and to undertake and execute any contracts for or for works involving the supply use or adaptation of packing and packing machines and other machinery and to carry out any auxiliary of other works comprised in such contractors.
14. To carry on the business of mechanical engineers, and manufacturers of machinery, tool maker, iron founders, brass founders, metal workers, boiler makers mill wrights, machinists iron and steel converters, smiths, wood workers, builders, painters, metallurgists, el and electronic engineers, water supply engineers, gas makers, printers, carriers and merchants, and to buy, sell, manufacture, repair convert, alter, let on hire, and deal in all kinds of machinery, implements, rolling stock and hardware of all kinds and to carry any other business (manufacturing or otherwise) which may seem to the company capable of being conveniently carried on in connection with the above, or otherwise calculated, directly or indirectly to enhance the value of any of the company's property and right for the time being.
15. To buy, sell, whole sale or retail, manufacturer, repair alter and exchange let on hire, export and deal in all kinds of articles and things which may be required for the purposes of any of the said business or which are commonly dealt supplied, or dealt in by



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রেজিষ্ট্রারের পক্ষে
লেখক ও পাঠক

হাজিরা



persons engaged in any such business or which may seem capable of being profitably dealt with in connection with any of the said business.

16. To purchase, take on lease or in exchange, hire or otherwise, acquire and hold for any estate or interest any lands, buildings, easements, rights privileges, concessions, patents, patent rights, licences, secret processes, machinery or convenience for the purposes of or in connection with the company's business or any branch or department thereof.
17. To carry on any other business, manufacturing or otherwise which may seem to the company capable of being conveniently carried on in connection with any of the above specified business or calculated directly or indirectly to enhance the value of or render profitable any of the company's property or rights.
18. To carry on business as merchants, importers, Exporters, Appraiser, valuers, Factors (other than stock or share brokers or dealers in stocks or shares), Commission and General agents and to purchase or otherwise acquire, and to sell, let or otherwise dispose of and deal in real and personal property of every description.
19. To erect, construct, lay down, enlarge, alter and maintain any buildings works and machinery necessary or convenient for the company's business.
20. To apply for purchase or otherwise acquire any letters patent, brevet invention licences, inventions, trade marks, rights and privileges for any of the purposes of the company the acquisition of which may seem calculated directly or indirectly to benefit the company or subject to royalty or otherwise and whether exclusive or nonexclusive, or limited to any part interest in such letters patent, brevet invention, concessions, licenses inventions, trade marks, or privileges, whether in Bangladesh or in any other part of the world and to use, exercise or grant licences in respect of or otherwise turn to account the property, rights or information so acquired.
21. To borrow or raise or secure the payment of money for the purpose of the company's business and with a view thereto to mortgage and charge the undertaking and all or any of the real and personal property, present or future and all or any of the uncalled capital for the time being of the company, and to issue at par or at a premium or discount debentures or debenture stock, payable to bearer or otherwise and either permanent or redeemable and collaterally or further to secure any securities of the company by a trust deed or any other assurance.
22. To issue and deposit any securities which the company has power to issue by way of mortgage to secure any sum less than the nominal amount of such securities and also by way of security for the performance of any contracts or obligations of the company.

সিঙ্গারাজ ঊর্দীন
সহকারী রেজিস্ট্রার
রেজিস্ট্রারের পক্ষে
লেখক ও পাঠক

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23. To receive money or loan and guarantee the debts contracts and obligations of any person, firm or company upon such terms as the company may approve.
24. To make advances to customers and others having dealing with the company with or without security and upon such term as the company may approve.
25. To establish, support or aid in the establishment and support of any associations, institutions, funds, trusts and conveniences calculated to benefit directors, ex-directors employees or ex-employees of the company or the dependents or connections of such persons and to grant pensions and allowances and to make payments towards insurance and to subscribe or guarantee money for charitable or benevolent objects or for any exhibition for any public general or useful objects such as humanitarian and charitable purposes.
26. To register any patent or patents for invention or inventions or any trade mark in any part of the world, and to apply for, exercise use or otherwise deal with or turn to account any patent rights, brevets, inventions, concessions, monopolies, trade mark or other right or privileges acts of parliament or presidential orders either in Bangladesh or in any other part of the world.
27. To make, accept, endorse, discount and execute, promissory note, bills of exchange and other negotiable instruments.
28. To invest and deal with the money of the company not immediately required upon such investments and in such manner as may from time to time be determined.
29. To pay for any property or rights by the company either in cash or shares, with or without preferred rights in respect of dividend or repayment of capital or otherwise, or by any securities which the company has power to issue, or partly in one mode and partly in another and generally on such terms as the company may determine.
30. To establish and maintain such agencies in Bangladesh or in any other part of the world as may be necessary or useful for carrying on the business and objects of the company.
31. To remunerate any person or company for services rendered or to be rendered in placing or assisting to place any of the shares or debenture capital or other securities of the company, or in or about the formation of or promotion of the company or the conduct of its business and to pay the preliminary expenses of the company.
32. To sink wells and shafts, lay down pipes and cables, construct maintain and improve any tramways, telegraph lines, canals, reservoirs, watercourses, warehouses, sheds and other buildings and works calculated directly or indirectly to advance the interests of the company, and to pay or contribute to the expenses of construction, maintaining or improving any such works.

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33. To construct, reconstruct, erect, re-erect, improve, maintain, work carry out any manufacture, warehouses, electric works shops, offices, store and other works and conveniences which may seem calculated directly or indirectly to enhance the interests of the company, and to contribute, subsidise or otherwise assist or take part in the constructions, improvements, maintenance, working, management, carrying out or control thereof.
34. To accept payment for any property or rights sold or otherwise disposed of or dealt with by the Company, either in cash or by instalments or otherwise, or in shares of any company or corporation with or without deferred or preferred rights in respect of dividend or repayment of Capital or otherwise, or by means of a mortgage or by debentures or debenture stock of any company or corporation or part in one mode and part in another, and generally on such terms as the company may determine and to hold, deal with or dispose of for any consideration so received.
35. To enter into joint venture, partnership or any arrangement for sharing profits, union of interests or co-operation with any company, firm or person carrying on or proposing to carry on any business within the objects of this company, and to acquire and hold shares, stock or securities of any such company within the country or outside the country.
36. To establish or promote or concur in establishing or promoting any other company whose objects shall include the acquisition and taking over of all or any of the assets and liabilities of or shall be in any manner calculated to advance directly or indirectly the objects or interest of this company, and to acquire and hold shares, stock or securities of and guarantee the payment of the dividends or capital of any shares or stock or the interest or principal or any securities issued by or any company promoted by this company or in which this company may be interested.
37. To purchase or otherwise acquire and undertake all or any of the business, property and transactions of any person or company carrying on any business which this company is authorised to carry on or possessed of property suitable for the purposes of this company.
38. To enter into any arrangement with any Government or authority supreme, municipal, local or otherwise that may seem conducive to the company's objects or any of them and to obtain from any such Governments or authority all right concessions and privileges which the company may think it desirable to obtain and carry out exercise and comply with any such arrangements rights concessions and privileges.
39. To carry on all kinds of agency business and to take part in the management, supervision or control of the business or operations of any other company association, firm, persons or person and to give all manner of technical advice and to act as Managing



Agents, Agents, Secretaries, Technical adviser or other officers of any such company association, firm persons or person and in connection therewith to appoint and remunerate any Directors, accountants, assistants and other officers or experts or agents.

40. To sell, improve, manage, develop, turn to account, exchange let on rent, royalty, share of profits or otherwise, grant licences, easement and other rights in respect of any invention or in any other manner deal with the undertaking of the company or any part thereof, or all or ny of the property for the time being of company and for any consideration, whether in cash or in share (fully or partly paid).debentures, debenture stock or other interest in or securities of any company or otherwise.
41. To amalgamate with any other company whose objects are or include object similar to those of this company, whether by sale or purchase (for fully or partly paid shares or otherwise) of the undertaking, subjects to the liabilities of this or any such other company as aforesaid with or without winding up or by purchase (for fully or partly paid shares or otherwise) of all the shares or stock of any such Other company or in any manner.
42. To adopt such means of making known the business and products of the company as may seem expedient, and in particular by advertising in the press by circulars, by purchases and exhibitions of works of art or interest or by publications of booklets and periodicals and by granting prizes, award donations.
43. To aid pecuniarily or otherwise any association, body for solution or settlement or surmounting of industrial or labour problems or transfer or the promotion of industry or trade.
44. To do all or any of the above things in any part of the world either as principal, agents, trustees, contractors or otherwise and either alone or in conjunction with others, and either by or through agents subcontract trustees or otherwise.
45. To do all such other things as are incidental or conducive to the above objects or any of them.

(iv) The liability of the members is limited.

- (v) The authorised capital of the company is Tk. 50,00,00,000 (Tk. Fifty Crore) divided into 25,00,000 'A' class shares and 25,00,000 'B' class shares of Tk. 100.00 each with power from time to time to increase its capital and to divide the shares in the capital for the time being into several classes and to attach there to respectively such preferential, deferred, qualified or special rights, privileges or conditions as may be determined by or in accordance with the regulations in such manner as may from time to time be determined by the regulations of the company.

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

Names, addresses, descriptions and nationality of subscribers	Number of shares to be taken	Signature of Subscribers.
1. IBN SINA TRUST Represented by Commodore Mohammad Aatur Rahman (Retd).	6,993 Six Thousand Nine hundred Ninety Three	on behalf of the Trust Sd/=
2. R. MUJIBUR RAHMAN Advocate, Supreme Court, 349, Elephant Road Dhaka Bangla deshi. Member of the Board of Trustee, ibri Sina Trust.	1 (One)	Sd/
3. COMMODORE MOHAMMAD ATAUR RAHMAN (Retd), House No. 75A, Road No. 8A, Dhanmondi Residential Area, Dhaka, Bangladeshi, Member of the Board of Trustee, lbn Sina Trust.	1 (One)	Sd/
4. MR. MIR QUASEM ALI 174, Naya Paltan Line, Azimpur, Dhaka Bangladeshi, Member Board of Trustee, lbn Sina Trust.	1 (One)	Sd/
5. MR. ABUL FAIZ MOHAMMAD YAHYA P. O. & Viii. Antipur, P. S. Sonargaon, Dist. Dhaka, Bangiadeshi, Member of the Board of Trustee, lbna Sina Trust.	1 (One)	Sd/
6. MR. SHAH ABDUL HANNAN 211/4, North Gorari Dhaka Bangia deshi. Member of the Board of Trustee, lbn Sina Trust.	1 (One)	Sd/
7. DR. SHAMSUDDIN AHMED Professor Engineering University, Bangiadeshi. Member of the Board of Trustee, lbn Sina Trust.	1 (One)	Sd/
8. MR. A. N. M. A. ZAHER P.O. Peskerhat, P. S. Companyanj, Noakhaii, Bangladeshi. Member of the Board of Trustee, lbn Sina Trust.	1 (One)	Sd/

Total: 7,000 Shares
Seven Thousand
Day of December

1983

Sd/ Illegible

Dated the 19th
Witness of the above signatures
Sd/ Zakir Ahmed
Ahmed Zakir & Co.
Chartered Accountants

স্বাক্ষরিত
অবিস্বাক্ষরিত
প্রত্যয়ন করা হইল।
(মোঃ সিদ্দিক হািদিস)
সহকারী রেজিষ্টার
রেজিষ্ট্রারের পক্ষে।
লেখক ও পাঠক



THE COMPANIES ACT, 1913
COMPANY LIMITED BY SHARES
ARTICLES OF ASSOCIATION
OF
THE IBN SINA PHARMACEUTICAL INDUSTRY PLC

PRELIMINARY

1. The regulations contained in Table 'A' in the First Schedule to the Companies Act, 1913 shall apply to this company with respect to such provisions as are applicable to Public Limited Companies and so far only as they are not negative by or are not contained in the following Articles or any other Articles that may from time to time be framed by the company.

INTERPRETATION

2. Unless the context otherwise requires words or expression contained in these Articles shall bear the same meaning as in the act or any statutory modification thereof in force at the date at which the Articles become binding on the company.

Unless there be something in the subject or context inconsistent therewith:

“Act” means the Companies Act, 1913.

“Board of Directors” or “Board” means the Board of Directors for the time being of the Company.

“Chairman” means the Chairman for the time being of the company.

“Directors” means the Directors for the time being of the company.

“Managing Director” means the Managing Director appointed as such for the time being of the company.

“Month” means the calendar month.

“Office” means the registered office for the time being of the company.

“Registrar” means the Registrar of Joint Stock Companies, Bangladesh.

“Seal” means the common seal of the company.

“Writing” and “Written” include printing, lithography and other modes of representing or reproducing words in a visible form.

(মোঃ সিরাজ উদ্দিন)
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লেখক ও পাঠক



“Words” importing the singular number only include the plural number and vice versa.

Words importing the masculine gender only include the feminine gender. Words importing persons include corporation.

CAPITAL

3. The authorised capital of the company is Tk. 50,00,00,000 (Tk. Fifty Crore) divided into 25,00,000 ‘A’ class shares and 25,00,000 ‘B’ class shares of Tk. 100.00 each with power from time to time to increase its capital and to divide the shares in the capital for the time being into several classes and to attach there to respectively such preferential, deferred, qualified or special rights, privileges or conditions as may be determined by or in accordance with the regulations in such manner as may from time to time be determined by the regulations of the company.
4. Subject to the provisions of these Articles, the shares shall be under the control of the directors who may allot or otherwise dispose of the same to such persons on such terms and conditions and at such times as the Directors may think fit and to give to any person the call of any share either at par or at a premium and for such time and for-such consideration as the directors may think fit.”
5. No person shall be recognised by the company as holding any share upon any trust and the company shall not be bound by or required to recognise any equitable contingent, future or partial interest in any share or any interest in any fractional part of a share of (except only as by these presents otherwise expressly provided) any other right in respect or any share except an absolute right to entirety thereof in the registered holder.

INCREASE AND REDUCTION OF CAPITAL

6. The Directors may with the sanction of an ordinary resolution of the company given in a General Meeting increase its capital by issue of new shares, such aggregate increase to be of such amount and to be divided into shares of such amounts as the company in General Meeting directs or if no direction be given as the Directors think expedient.”
7. The new shares shall be issued upon such terms and conditions and with such rights and privileges annexed thereto as consistent with the provisions of the Companies Act. 1913 or the resolution creating the same shall direct and if no direction be given as the Directors shall determine and in particular such shares may be issued with a preferential or qualified rights as to dividends and in the distribution of assets of the company and with spec or without any right of voting.”



8. The company by special resolution from time to time may reduce its capital by paying off any part of the capital which has been lost or unrepresented by available assets or by reducing the liabilities of the shares or otherwise as may be deemed expedient and pay off any part of the capital.

SHARE CERTIFICATE

9. The certificate of title of shares and duplicate thereof when necessary shall be issued under the common seal of the company and signed by two Directors.”
10. If any share certificate shall be 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 delivery of the old certificates and on payment of such sum not exceeding Taka Twenty five as the Directors may from time to time decide.’

CALL ON SHARES

11. The Directors may from time to time make calls upon the members in respect of all moneys unpaid on their shares and such members shall subject to fourteen days’ notice specifying the time and place for payment pay the amount called on his shares to the company at a time and place so specified by the Directors. A call may be paid by instalments”.

LIEN

12. The company shall have the first and paramount lien upon all the shares (not being a fully paid share) registered in the name of each member (whether solely or jointly) for his debts; liabilities and engagements, solely or jointly with other persons to or with the company whether the period for payment, fulfilment or discharge thereof shall have actually arrived at or not and such lien shall extend to all dividends from time to time declared in respect of such shares, Registration of transfer of shares having lien thereon shall be considered as waiver of the said lien.”
13. Subject to the provisions of section 34 (3) and (6) of the Companies Act, no transfer of shares shall be registered unless a proper instrument of transfer duly stamped and executed by the transferor and the transferee has been delivered to the company together with certificate of the shares, The transferor shall be deemed to remain the holder of such share until the name of the transferee is entered in the register in respect thereof”
14. The instrument of transfer of any share shall be in writing in the usual common form or in the following form or as near thereto as circumstances will admit,



THE IBN SINA PHARMACEUTICAL INDUSTRY PLC

I/We Of in consideration of a sum of Tk..... paid to me byof (hereinafter called the said transferee) do hereby transfer to the said transferee shares of Tkeach Tk..... paid up numbered to both inclusive in the undertaking called THE IBN SINA PHARMACEUTICAL INDUSTRY PLC to hold into the said transferee, his! her executors, administrators and assigns subject to the several conditions on which I! We held the same immediately before the execution hereof and 1/ we the said transferee do hereby agree to accept and take the said share/ shares subject to several conditions aforesaid. As witness our hands the of Witness to the signature of etc.

Signature of Transferor

Signature of Transferee

COMMISSION & BROKERAGE

15. It shall be lawful for the Company to pay commission & brokerage to any person in consideration of his subscribing or agreeing to subscribe whether absolutely or conditionally for any share in the company or procuring or agreeing to procure subscription whether absolutely or conditionally for any share in the company. Such commission or brokerage shall not exceed 2½ of the paid up value of the shares subscribed”.

BORROWING POWER

16. The Directors may from time to time raise or borrow any sum or sums of money for the purpose of the company and from any person, bank, firm, company and particularly from any Director and may secure the payment of such money in such manner and upon such terms and conditions in all respects as they think fit and in particular by mortgage of all or any of the properties of the company including its uncalled capital for the time being and the Directors or any of them with prior approval of the Board of Directors may guarantee the whole or any part of the loan or debts raised by or on behalf of the company with power to the Directors to indemnify the guarantors against any liability under their guarantee by means of mortgage or hypothecation or charge upon any property and assets of the company movable, immovable or otherwise”.



CONVENING OF GENERAL MEETING

17. An ordinary general meeting of the company shall be held within 18 months from the date of its incorporation and thereafter once at least in every calendar year at such time and place as the Board may determine, provided, however, that no greater interval than fifteen months shall be allowed to elapse between two ordinary general meetings.
18. Subject to the provisions of sec 81(2) of the Companies Act relating to special resolution, fourteen days notice at least of every general meeting specifying the date, place and hour of the meeting and in case of special business with a statement of business to be transacted at the meeting shall be given to the person entitled as member of the company at the latest address of the member appearing in company's register. The accidental omission to give any such notice to or the non-receipt of any such notice by any of the members shall not invalidate the proceedings at any meeting.
19. The Chairman of the Board of Directors will preside over all the meetings of the Board of Directors as well as general meeting and extraordinary general meeting. In case of equality of vote the Chairman will have a second or casting vote. If at any meeting the Chairman of the Board of Directors is not present, the members present shall elect Chairman of the meeting from among the members present.

PROCEEDINGS OF GENERAL MEETING

20. The business of the ordinary General Meeting shall be to receive and consider the profit and loss account, the balance sheets and the reports of the Directors and Auditors, to declare dividends and to transact any other business which under these presents ought to be transacted at any ordinary General Meeting. All other business transacted at an extraordinary General Meeting shall deemed special.
21. No business shall be transacted at any General Meeting unless a quorum is present at the time when the meeting proceeds to business. Five members present in person and entitled to vote shall form a quorum in any Ordinary or Extra-ordinary General Meeting.

VOTE OF MEMBERS

22. On a show of hands every member present in person shall have one vote. On a poll votes may be given personally or by proxy or by constituted attorney and every member shall have one vote for each share held by him".

মেজর সিরাজ উদ্দিন
সহকারী রেজিস্ট্রার
রেজিস্ট্রারের কার্যালয়
লেখক ও পাঠক



23. The instrument appointing the proxy shall be in writing under the hand of the appointer or his attorney duly authorized in writing and shall be in following form or as near thereto as circumstances will admit”.

THE IBN SINA PHARMACEUTICAL INDUSTRY PLC

I.....of.....being a member of THE IBN SINA PHARMACEUTICAL INDUSTRY PLC hereby appoint.....or failing him..... of..... as my proxy to attend and vote for me and on my behalf at the Ordinary/Extra-Ordinary General Meeting of the Company to be held on.....day of..... or at any adjournment thereof. As witness my hand this.....of.....

Witness to the Signature

Signature of the Member

24. Unless otherwise determined by the Company in General Meeting the number of Directors shall not be less than five and not be more than ten.

25. The following persons shall constitute the present Board of Directors and the qualification of a Director shall be the holding of shares of the nominal value of Tk.10, 000.00 in the company, relaxable in case of Director representing interest holding share of the respective value.”

1. Mr. Mujibur Rahman	Nominee of Ibn Sina Trust
2. Commodore M. A. Rahman (Retd.)	-do-
3. Mr. Mir Quasem Ali	-do-
4. Mr. Abul Faiz Mohammad Yahya	-do-
5. Mr. Shah Abdul Hannan	-do-
6. Dr. Shamsuddin Ahmed	-do-
7. Mr. A. N. M. A. Zaher	-do-

Provided that “B” class shareholders shall be entitled to elect two Directors in the Board of Directors of the Company.

Provided that if a loan giving agency so wants it may nominate its representative to the Board of Directors and such person shall be a Director with such power and authority and for such time up to the liquidation of the loan as may be agreed upon by the Company and the loan giving agency.

26. During subsistence of its loan the loan giving agency shall have the right to nominate at its options one person as a Director of the company and to replace such person from time to time. The Director so nominated shall neither be required to hold any qualification shares nor be liable to retirement by rotation but shall be entitled to reimbursement of travelling and halage from the company at the rates prescribed by appointer for attending the meeting of the Company”.

27. Unless otherwise determined by the company the Directors shall be entitled to meeting fees at the rate fixed by the Board from time to time for attending the Board

অধিবক্তার দপ্তর
প্রত্যয়ন করা হইল
(মোঃ সিরাজ হুসাইন)
সহকারী রেজিস্ট্রার
রেজিস্ট্রারের পদে
লেখক ও পাঠক

স্বাক্ষর



Meetings and for attending the meetings of the committee constituted by the Board members. Travelling and halt age expenses incurred by the Directors living outside Dhaka will be reimbursed by the company.

ROTATION OF DIRECTORS

28. At the first ordinary General Meeting of the Company all the Directors shall retire from office and at the ordinary General Meeting in every subsequent year one-third of the Directors except loan giving agency nominated director, if any, shall retire from office and if their number is not three or multiple of three, then the number nearest to one-third shall retire from office”.
29. The Directors to retire every year shall be those who have been longest in office since their last election but as between persons who become Directors on the same day those to retire (unless they otherwise agree among themselves) be determined by lot”.
30. A retiring Director shall be eligible for re-election.

POWER OF THE BOARD OF DIRECTORS

31. The business of the company shall be managed by the Directors who may pay all such expenses of and preliminary and incidental to the promotion, formation, establishment and registration of the Company as they think fit and may exercise all such acts, as may or by these Articles not required to be exercised or done by the Company in general meeting, subject nevertheless to any regulation of these Articles, to the provisions of the statutes and to such regulations being not inconsistent with the aforesaid regulations, provisions as may be prescribed by the Company in general meeting but no regulations made by the Company in general meeting shall invalidate any prior act of the Directors which would have been valid had such regulation not been made.
32. Without prejudice to the general powers conferred by the last preceding articles and other powers conferred by these presents it is hereby expressly declared that the Board of Directors shall have the following powers.
 - a) To generally manage all concern and affairs of company to appoint and employ officers, employees, agents, advisers, organisers, experts, engineers, scientist, workmen, technician, day labourers, servants and others for the purpose of the company and’ on such terms and conditions as deemed fit and proper in the interest of the company and to remove or dismiss them and appoint others in their places and to pay and allow the persons to be employed as aforesaid such salaries, commissions, wages or other remunerations as may be deemed fit and proper.
 - b) To borrow or raise any sum or sums of money by loan or otherwise on mortgage or hypothecation on such securities or terms as they may deem fit and execute, sign and deal or deliver all necessary documents or do any other acts on that behalf.
 - c) To demand, sue for, give effect to all receipts and discharge of all kinds of covenant, agreement or conditions, to take proceedings, civil, criminal or otherwise for recovery of such debts, money, rent, dues, damages and compensation in respect of such debt.



- d) To purchase or otherwise acquire for the company, rights or privileges such as the company is authorised to acquire at such terms and conditions as they think.
- e) To establish branch offices, agencies, in any part of Bangladesh or elsewhere on such terms as they may think fit and close the same.
- f) To open any Bank account (s) with any schedule Bank (s) and such account (s) shall be operated jointly by the Managing director and any other director or nominees approved by the Board of Directors.
- g) To sign cheque, draft, certificates, bonds and other documents on behalf of the company.
- h) To purchase, sell, let, exchange or otherwise dispose of absolutely or conditionally any property, for the purpose of the company.
- i) To settle, compound, submit for arbitration and with action demand whatsoever arising in any legal proceedings or otherwise.
- j) To grant any powers of Attorney, General or special on behalf of the company to any Directors, officers, employees, person or persons of the company or to any company and give full power and authority to appoint one or more substitutes to do, execute and perform all or any such matters or things aforesaid.
- k) To invest the reserve fund of the company or to dispose of the same on behalf of the company as may be deemed fit and proper.
- l) To execute and sign in the name of the company all such deeds and things as are necessary for the welfare of the company.
- m) To give donation or subscriptions to individual, institution, agencies etc, subject to budget provision
- n) To admit execution of documents, before any Registrar or Sub-registrar and to conduct or defend any case before him.
- o) To sign and verify complaints, petition, written statement, compromise, authorising legal practitioner to put on behalf of the company in all courts, civil, criminal or revenue.
- p) Generally to do all other things for and on behalf the company

MEETING OF THE BOARD OF DIRECTORS

- 33. The Board of Directors may meet as often as necessary for transaction of the business of the company and adjourn and otherwise regulate their meeting as they think fit and may determine the quorum necessary for the transaction of business, Until otherwise so fixed the quorum shall be 4 Directors.
- 34. The Managing Director may, and the Secretary shall, on the requisition of a Director at any time call a meeting of the Board of the Directors.
- 35. The length of notice period of the meeting of the Board of Directors shall be determined by the Board. In case of emergency Managing Director may call a meeting on a short notice as he may deem fit.

(মোঃ সিরাজ উদ্দিন)
সহকারী রেজিস্ট্রার
রেজিস্ট্রারের পক্ষে
লেখক ও পাঠক



36. Questions arising at any meeting shall be decided by a majority of votes, each Director having one vote and in case of an equality of votes the Chairman shall have a second or casting vote.
37. A resolution in writing signed by all the Directors for the time being shall be as valid and effectual as if it had been passed at a meeting of the Directors duly called and constituted.
38. The Directors shall cause minutes to be kept in books provided for the purpose of all resolutions and proceedings of General Meeting of the Directors and of Committee of the Directors, and any such minutes if purporting to be signed by the Chairman of the meeting to which they relate or by the Chairman of the next succeeding meeting shall be evidence of such resolutions and proceedings.

MANAGING DIRECTOR

39. The Directors may choose one of their member as Managing Director on such terms and conditions as they deem fit and he shall be the chief executive of the Company. The Managing Director shall exercise all the administrative and financial powers as may be delegated to him by the Board of Directors.

DISQUALIFICATION OF DIRECTORS

40. Every Director shall vacate his office on the happening of any of the events following, that is to say:
- 1) On his failing to obtain his qualification shares within two months from the date of the appointment.
 - 2) On his failing to pay calls made on him in respect of shares held by him within six months of such calls being made.
 - 3) On his becoming bankrupt, or insolvent.
 - 4) On his being found a lunatic, or on his becoming of unsound mind or found violating major injunctions of the Islamic shariah.
 - 5) On his resigning office by notice in writing to the company.

REMUNERATION OF DIRECTORS

41. The Managing Director for giving full time service to the Company shall receive such remuneration and facilities as may be decided from time to time by the Board of Directors subject to the approval of the Controller of Capital Issues.
42. If any Director be willing and called upon to give extra services for the company such Director could be remunerated for such services by the Board of Directors of the Company subject to the approval of the company.

DIVIDEND AND RESERVE

43. The Company in General meeting may declare dividends but no dividend shall exceed the amount recommended by the Directors.

ঢাকা
অধিবক্তা নওশাদ হাফিজ
সহকারী রেজিষ্টার
রেজিস্ট্রারের কার্যালয়
লেখক ও স্বাক্ষর
(মোঃ সিরাজ উদ্দিন)
সহকারী রেজিষ্টার
রেজিস্ট্রারের কার্যালয়
লেখক ও স্বাক্ষর



44. The Directors may from time to time pay such interim dividends as appear to the Directors to be justified by the profit of the Company.
45. The Directors shall have absolute discretion as to the employment of reserve created out of the net profits of the company.

NOTICE

46. When a notice is sent by post, service of the notice shall be deemed to have been effected by properly addressing, prepaying and posting a letter containing the notice and unless contrary is proved to have been effected at the time at which the letter would be delivered in the ordinary course of the post.
47. A notice may be given by the company either personally or by advertisement or by sending by post at his registered address.

SEAL

48. The company shall have a common seal, which will remain in the custody of the Managing Director and will be used only with the authority of the Board of Directors.

ACCOUNTS

49. The Board shall cause to be kept proper books of accounts with respect to
- All sum of money received and expended by the company and the matters in respect of which the receipts and expenditure took place.
 - All sales and purchases of goods by the company.
 - The Assets and liabilities of the company.
50. The books of accounts shall be kept at the registered office of the company or at such other place as the Board shall think fit and shall be opened to inspection by the Directors during usual business hours.

AUDIT

51. Once at least every year, the account of the company shall be examined and correctness of the profit and loss account and Balance Sheet ascertained by one or more auditors appointed for the purposes and the provisions of sections 144 and 145 of the Companies Act, 1913 shall be observed.

OATH OF SECRECY

52. Every Director, Managing Director, General Manager, Secretary, Accounts officer, Agent or other person employed in the business of the company shall have to

স্বাক্ষর
অবিলম্বে কলকাতা
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(মোঃ সিরাজ উদ্দিন)
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রেজিস্ট্রারের পক্ষে।
লেখক ও পাঠক



observe strict secrecy respecting, all business and transactions of the company with individuals and in all matters relating thereto shall pledge himself not to reveal any of the matters which may come to his knowledge in the discharge of his duties except when required to do so by resolution of the company or by a court of law where the person connected is required to do so in order to comply with provisions of the law or these presents.

INDEMNITY

53. Neither the chairman nor the Managing Director, Director, officers or employees of the company or his or their heirs, successors or administrators shall be held liable for any loss or damage happening to the company and arising from any tortuous act of any person or for any other loss, damage or misfortune etc. due to the act of Almighty.

WINDING UP

54. In all respects the winding up shall be governed by the provisions of the Companies Act.

বৈষ্ণব
সহকারী রেজিস্ট্রার
রাজশাহী
১৩/১২/১৮
অবিলম্বে সকল বর্ণিত
প্রস্তাবনা করা হইল।
(মোঃ সিরাজ উদ্দিন)
সহকারী রেজিস্ট্রার
রেজিস্ট্রারের পক্ষে।
লোক ১৩/১২/১৮