

THE COMPANIES ACT, 1994
(ACT NO. 18 OF 1994)

A PUBLIC COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

DHAKA BUS RAPID TRANSIT COMPANY LIMITED (DHAKA BRT)

PRELIMINARY

1. The Regulations contained in Schedule-1 of the Companies Act, 1994 (ACT No. 18 of 1994) with respect to such provisions as are applicable to public limited companies shall apply 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 expressions 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 or any other Articles may from time to time have been framed by the Company.

In these presents, unless there is something repugnant in the subject or context inconsistent therewith:

“Act” means the Company Act, 1994 (ACT No. 18 of 1994).

“Company” means DHAKA BUS RAPID TRANSIT COMPANY Limited (Dhaka BRT).

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

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

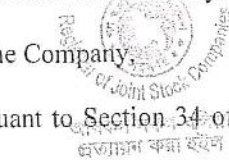
“Managing Director” means the Managing Director appointed as such for the time being of the Company.

“Chairman” means the Chairman appointed as such for the time being of the Company.

“Officer” includes Manager, General Manager, Executive Director and Secretary.

“Office” means the Registered Office for the time being of the Company.

“Register” means the Register of Members to be kept pursuant to Section 34 of the Act.



(স্বাক্ষরিত)
সংসদীয় রেজিস্ট্রার (চলতি দায়িত্ব)
স্বাক্ষরিত উপ-ব্যবস্থাপক প্রকল্প পরিচালক
স্বাক্ষরিত
২৭/৯/২০

“Registrar” means the Registrar of Joint Stock Companies and firms, Bangladesh.
“Dividend” includes bonus.

“Month” means calendar month.

“Seal” means the Common Seal of the Company.

“Proxy” includes Attorney duly constituted under a power of Attorney.

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

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

Words importing the masculine gender shall include the feminine gender and vice-versa.

Words importing persons shall include corporations, companies etc.

PUBLIC COMPANY

3. The Company is a Public Limited Company within the meaning of Section 2(i)(l) of the Act.


The authorized share capital of the Company is Tk[4000.0 million (Tk.Four billion)] only, divided into [400,000,000 (Four Hundred million)] ordinary shares of Tk.10.00 (Tk.Ten), each with power to increase or reduce the capital and to divide the shares into different classes, to attach thereto any special right or privileges or conditions, or to consolidate or sub-divide the shares.

5. The joint holders of a share shall be severally as well as jointly liable for payment of all instruments and calls due in respect of such shares.
6. The shares shall all be under the control of the Directors but the transfer and transmission thereof shall be guided by the provisions laid down in Articles 13 to 20 therein.
7. No person shall be recognized by the Company as holding any shares upon any trust, and the Company shall not be bound by or recognize any equitable, contingent, future or partial interest in any shares.

CERTIFICATES

8. The certificates of title to shares and duplicates thereof when necessary shall be issued under the seal of the Company and signed by at least one Director and an officer of the Company.
9. If any share certificate shall be defaced, worn out, destroyed or lost it may be reissued on such evidence being produced and on 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. 10.00 (Taka ten) as the Directors may from time to time require.

অধিবর্তন নথিতে স্বাক্ষর
প্রত্যয়ন করা হইবে


(মোঃ হাবিবুল ইসলাম)
সভাপতি, রেজিস্ট্রার (চলতি কার্যালয়)
জয়েন্ট টেক কোম্পানীস এন্ড ব্যাংক
বাণিজ্য মন্ত্রণালয়
ঢাকা

DHAKA BUS RAPID TRANSIT COMPANY LIMITED (DHAKA BRT)

SHARE TRANSFER FORM

I, son/daughter/wife of and of
(address and occupation)..... (hereinafter called the "Transferor") in
consideration of the sum of Tk. (Taka) paid to me
by..... son/daughter/wife of of
.....(address).....
(hereinafter called "The Transferee") do hereby transfer to the Transferee
..... share(s) numbered in the undertaking called DHAKA
BUS RAPID TRANSIT COMPANY Limited (Dhaka BRT), to hold the same unto the said
Transferee, his (or her) executors, administrators and assigns subject to the several conditions
on which I held the same immediately before the execution hereof, and I, the Transferee, do
hereby agree to take the said share(s) subject to the conditions aforesaid.

AS WITNESS our hands thisday of

Witnesses to the signature of:

TRANSFEROR


TRANSFEREE

17. No transfer shall be made to an infant or person of unsound mind.
18. If registration of transfer of a share is refused, the Directors shall, within one month from the date on which the instruments of transfer was lodged, send to the transferee and the transferor notice of such refusal.
19. No fee shall be charged for transfer of shares.
20. The shares of each shareholder shall transmit on his death to his or her heirs or other legal representative(s) and where there is no will or no letters of administration have been taken out, such person shall, upon proof of his or her title which may be considered satisfactory by the Directors be recognized by the Company as being entitled to the shares of the deceased shareholder but where there is will, probate or letters of administration with copy of the will annexed shall be taken out before such title can be recognized.

RESTRICTION ON MEMBERS

21. No member of the Company shall, without the previous consent in writing of the Board, be directly or indirectly employed or interested in or assist in carrying on any business in competition with the Company or having interests inconsistent with 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.

অধিকার মক্কা খলিফা
প্রত্যয়ন করা হলো


(স্বাক্ষরিত) অধিকার মক্কা খলিফা
সহকারী সেক্রেটারি (চলতি কার্যক্রম)
ডায়েরী নং কোম্পানী আইন ১৯৯৩
বাণিজ্য মন্ত্রণালয়
ঢাকা

BORROWING POWER

22. The Directors may from time to time at their absolute discretion raise or borrow any sum or sums of money for the purpose of the Company from any person, banks, firms, companies 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 the issue of debentures of the Company and promissory notes or bills of exchange or giving or issuing any other security of the Company including its uncalled capital for the time being and the Directors or any of them guarantee the whole or any part of the loan or debts raised by or on behalf of the Company or any interest payable thereon with power to the Directors to indemnify the guarantees or against any liability under their guarantee by means of mortgage or hypothecation of or charge upon any property and assets of the Company movable, immovable or otherwise.

GENERAL MEETING

23. The first General Meeting of the Company shall be held within eighteen months from the date of incorporation and thereafter once in every calendar year at such time not being more than fifteen months after the holding of the last preceding General Meeting and at such place as may be determined by the Directors. All other meetings of the Company shall be called Extra-Ordinary General Meetings.
24. Not less than fourteen days' notice to the members specifying the place, day and hour of the meeting, with a statement of the business to be transacted at the meeting shall be given either by advertisement, or by notice sent by post or otherwise, served as hereinafter provided and with the consent in writing of all the members entitled to receive notice of a particular meeting, the meeting may be convened by a shorter notice and in any manner they think fit. Provided always that not less than twenty one days' notice be given of a meeting to pass a Special Resolution specifying the intention to propose the Resolution as a Special Resolution but if all the members entitled to attend and vote at any such meeting so agree, resolution may be proposed and passed as a Special Resolution at meeting of which less than twenty one days' notice has been given.
25. The accidental omission to give any such notice to or the non-receipt of notice by any of the members shall not invalidate the proceedings at any such meeting.
26. The Director/Member who is absent from the country shall be deemed to have been properly notified if the notice is sent to his local address.
27. The Board of Directors whenever they think fit or necessary may call a General Meeting whether, ordinary or extra-ordinary at such time and place as they think fit. The quorum in any General Meeting shall be six members, including Chairman present in person.
28. The Chairman of the Board of Directors shall preside over every General Meeting of the Company and if there be no such Chairman or if at any meeting he shall not be present within thirty minutes after the time appointed for holding such meeting the members present shall elect one of themselves as the Chairman for the said meeting.

(মোঃ মকিবুল ইসলাম)
সহকারী রেজিস্ট্রার (চলতি দায়িত্ব)
জমেন্ট প্রক কোম্পানীস এন্ড ফার্মস
বাণিজ্য মন্ত্রণালয়
সেক্টর ৩
ঢাকা

VOTES OF MEMBERS

29. Subject to any special rights and restrictions as to voting upon which any share may be held, on a show of hands every member present in person or by proxy or by attorney or representative of a Company appointed in accordance with the provisions of Section 86 of the Act, shall have one vote and upon a poll every member present in person or by proxy or by attorney or representative under Section 86 of the Act, shall have one vote for every share held by him, provided that no Company shall vote by proxy so long as an appropriate resolution of its Directors under the provisions of the Act is not in force.
30. Where a Company registered under the provisions of the Act is a member of the Company, a person duly appointed to represent such Company at a meeting of the Company in accordance with the provisions of Section 86 of the Act, shall not be deemed to be a proxy and the production at the meeting of a copy of such resolution duly signed by Chairman of such Company and certified by him as being a true copy of the resolution shall on production at the meeting be accepted by the Company as sufficient evidence of the validity of his appointment.
31. Any person entitled under the articles to transfer and transmission of any shares, may vote at any General Meeting in respect thereof in the same manner as if he were the registered holder of such shares provided that at least forty eight hours before the time of holding the meeting or adjourned meeting as the case may be at which he proposes to vote he shall satisfy the Directors of his right to transfer such shares, or the Directors shall have previously admitted his right to vote at such meeting in respect thereof. If any member be a lunatic, idiot or *non compos mentis* he may vote whether by a show of hands or at a poll through his committee of curators or other legal curator and such last mentioned persons may give their votes by proxy.
32. Votes may be given either personally or by proxy, or in the case of a Company, by a representative duly authorized as aforesaid.
33. The instrument appointing proxy shall be in writing under the hand of the appointer of his Attorney duly authorized in writing or if such appointer is a corporation either under its common seal or under the hand of an officer or attorney so authorized. A proxy who is appointed for a specified meeting only shall be called a Special Proxy. Any other proxy shall be called a General Proxy.
34. The instrument appointing a proxy, and the Power of Attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority, shall be deposited at the registered office of the Company not less than forty eight hours before the time for holding the meeting at which the person named in the instrument proposes to vote and in default, the instrument of proxy shall not be treated as valid.
35. A vote given in accordance with the terms of an instrument appointing a proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the instrument or transfer of the share in respect of which the vote is given provided no intimation in writing of the death, insanity, revocation or transfer of the share shall have been received at the registered office of the Company before the meeting. Provided nevertheless that the Chairman of any meeting shall be entitled to require such evidence as he may in his discretion think fit of the due execution of an instrument of proxy and that the same has not been revoked.

(মোঃ রকিবুল ইসলাম)
সদস্যবাহী রেজিস্ট্রার (চলতি দায়িত্বে)
জয়েন্ট টেক কোম্পানীজ এন্ড মার্গার
বাণিজ্য মন্ত্রণালয়
লেভেল ৪
পাটিল হাট

36. Every instrument appointing a Special Proxy shall, as nearly as circumstances will admit, be in the form or to the effect following and shall be retained by the Company.

I,ofbeing a member ofDHAKA
BUS RAPID TRANSIT COMPANY LIMITED (DHAKA BRT) hereby appoint
.....of..... or failing him
.....of..... or failing him
.....ofas my proxy/attorney in my
absence to attend and vote for me, and on my behalf 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 adjournment thereof. As witness my hand this day ofsigned by
the said in presence of

Provided that an instrument appointing a proxy may be in the form set out in Regulation 68 of Schedule 1.

37. No member shall be entitled to be present or to vote on any question either personally or by proxy or as proxy for another member at any General Meeting or upon a poll or be reckoned in a quorum whilst any call or other sums shall be due and payable to the Company in respect of any of the shares of such member.

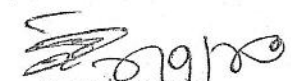
BOARD OF DIRECTORS

38. Unless otherwise determined by the Company in General Meeting, the number of Directors shall not be less than 7and not more than 13.

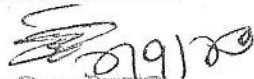
39. The following persons shall constitute the first Board of Directors of the Company:

1. Secretary, Roads Division, Ministry of Communication, Chairman and Ex-officio Director.
2. Dean, Faculty of Architecture and Planning, BUET.
3. Additional Secretary, Finance Division.
4. Executive Director, DTCA.
5. Chief Engineer, Roads and Highways Department.
6. Representative of Bridges Division.
7. Managing Director, Dhaka Bus Rapid Transit Company Limited (Dhaka BRT) and Ex-officio Director.
8. Chief Executive Officer, Gazipur City Corporation.
9. Representative of Federation of Bangladesh Chambers of Commerce and Industries (FBCCI), not below the rank of Director.
10. A Chartered Accountant nominated by the Government from the Institute of Chartered Accountants of Bangladesh (ICAB).
11. Secretary General, Bangladesh Sarak Paribahan Samity.




(মোঃ রফিকুল ইসলাম)
স্বাক্ষরী রেজিস্ট্রার (চলতি দায়িত্ব)
জয়েন্ট স্টক কোম্পানীজ এন্ড ফার্মস
বাণিজ্য মন্ত্রণালয়ে
দেখবঃ
পাঠবঃ

12. A learned Advocate specialized in company laws appointed by the Government.
40. The qualification of a Director shall be holding of not less than shares of the nominal value of Tk.100 in the Company in his own name. If he is a nominee of the government of Bangladesh, any Company, corporation, institution or person, then the nominator must have requisite qualification shares, i.e. minimum share of the nominal value of Tk.100 for each of its nominee(s).
41. If a Director or his nominator fails to acquire share qualification within sixty days, he shall cease to be a Director forthwith but all acts done by him during the interim period of his office as Director shall be held to have been properly done.
42. The Directors shall have power at any time and from time to time to appoint qualified person(s) as Executive Director(s) for a period and on such terms and conditions as may be determined by the Board of Directors. All such appointments shall be made by selecting candidate(s) from the open market through open competition by public advertisement [in accordance with rules framed by the Company]. The number of such Executive Director(s) if appointed from outside the Board shall not be counted for the purpose of minimum or maximum number of Directors as provided in these Articles. Such Director(s) shall not be treated as a member of the Board.
43. A sum of Tk.5000 or any other amount as may be fixed from time to time by the Board shall be paid to the Directors for attending each meeting of the Board unless otherwise decided by the Board of Directors. If any Director is called upon to perform extra service or to make any special exertions for any of the purpose of the Company, the Company may remunerate the Director for so doing either by a fixed sum or otherwise as may be determined by the shareholders in General Meeting, and such remuneration should be in addition to the remuneration for attending the meeting.
44. The Board of Directors shall have power at any time and from time to time to appoint any other person to be a Director of the Company either to fill in a casual vacancy or as an additional Director in the Board.
45. A resolution or circular in writing signed by all Directors shall be as valid and effectual as if it had been passed at the meeting of the Directors duly called and constituted.
46. The Directors may meet together for the dispatch of business, adjourn and otherwise regulate their meetings and proceedings as they think fit. The quorum of Directors meeting shall consist of at least six Directors present in person.
47. The Board of Directors may at any time and shall, upon request of a Director, convene a meeting of Directors. Generally seven days' notice shall be given for such meetings. However, a meeting may be held on a shorter notice provided all Directors agree.
48. The Chairman of the Board shall preside over all meetings of the Board of Directors. If at any such meeting the Chairman is not present at the time appointed for holding the same, the Directors present shall choose one amongst them to preside over the meeting. Questions arising at any meeting shall be decided by a majority of votes and in case of an equality of votes, the Chairman of the meeting shall have a second or casting vote.


(মোঃ রফিকুল ইসলাম)
সহকারী রেজিস্ট্রার (চলতি দায়িত্ব)
জয়েন্ট স্টক কোম্পানীস এন্ড ব্যাংক
স্বাধীনতা মন্ত্রণালয়
ঢাকা
তারিখ: ১০/০৫/১৯

49. Notwithstanding any vacancy in their body the remaining Directors may act, but if and so long as their number is reduced below the number fixed by or in accordance with these Articles as the necessary quorum of Directors, the continuing Directors may act

for the purpose of increasing the number of Directors to that number or of summoning a General Meeting of the Company, but for no other purpose.

50. The Directors may delegate any of their powers to committees consisting of such member or members of their body as they think fit and may from time to time revoke such delegation. Any committee so formed shall in the exercise of the powers so delegated conform to any regulations that may from time to time be imposed upon it by the Directors.

51. All acts done by any meeting of the Directors or by a Committee of Directors or by any person acting as a Director shall notwithstanding that it shall afterwards be discovered that there was some defection in the appointment of such Directors or persons acting as aforesaid, or that all or any of them were disqualified, be as valid as if every such person has been duly appointed and was qualified to be a Director provided that nothing in this Article shall be deemed to give validity to acts done by a Director after the appointment of such Director, has been shown to be invalid.

CHAIRMAN AND MANAGING DIRECTOR

52. The Secretary, Ministry of Communications, Roads Division, shall be the Chairman of the Company, *ex officio*.

53. The Directors shall appoint the Managing Director of the Company. The Managing Director shall be appointed by selecting the best candidate from the open market through open competition by public advertisement [in accordance with rules framed by the Company]. Once appointed, the Managing Director shall be a Member of the Board, *ex officio*.

54. Subject to overall control and supervision of the Board of Directors, the business and affairs of the Company shall be managed by the Managing Director who shall exercise such powers and responsibilities which may from time to time be delegated to him by the Directors.

55. The Managing Director shall hold office for a term of five years which may be extended or renewed at the discretion of the Board, subject to Section 110 of the Act.

POWERS AND DUTIES OF DIRECTORS

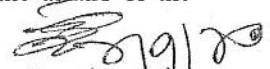
56. The control of the Company shall be vested in the Directors and the business of the Company shall be managed by the Directors who in addition to the powers and authorities by these presents or otherwise expressly conferred upon them may exercise all such powers and do all such acts and things as may be exercised or done by the Company in General Meeting but subject nevertheless to the provisions of any statute and of these presents and to any regulations not being inconsistent with these presents from time to time made by the Company in General Meeting provided that no regulation so made shall invalidate any prior act of the Directors which would have been valid if such regulation had not been made.

অধিকার নকল বলিয়া
প্রত্যয়ন করা হইল

১৭/১০
(মোঃ নব্বিশ্বাল ইসলাম)
সহকারী সেক্রেটারি (চলতি দায়িত্ব)
জয়েন্ট টেক কোম্পানী লিমিটেড
স্বাক্ষর সন্থপালয়
ফোনঃ ৪
পতিকাঃ ৪

57. Without prejudice to the general powers conferred by the last preceding Article and the other powers conferred by these presents, it is hereby expressly declared that the Directors shall have the following powers, that is to say:

- a) To pay the cost, charges and expenses preliminary and incidental to the promotion, formation, establishment and registration of the Company.
- b) To manage all concerns and affairs of the Company, to appoint, recruit and employ officers, organizers, workmen, day laborers for the purpose of the Company and to remove or dismiss them and appoint others in their place and to pay such persons as aforesaid such salaries, wages or other remuneration as may be deemed fit.
- c) To provide for the welfare of employees and ex-employees of the Company and the wives, widows and families or the dependents of such person by building or contributing to the building houses dwellings or chawlas or by grants of money, pensions, allowances, bonus or other payments or by creating and from time to time subscribing or contributing to provident fund and other associations, institutions, funds or trusts and providing or subscribing or contributing towards places of instruction and recreation, mosques, schools, colleges, universities, hospitals and dispensaries, medical and such other attendance as the Directors shall think fit and to subscribe, contribute or otherwise assist or to guarantee money to charitable, benevolent, religious, scientific, national or other objects which shall have any moral or other claim to support or aid by the Company either by reason of locality or operation of public and general utility or otherwise.
- d) To borrow or raise any sum of money by loan, on hypothecation or mortgage on such terms and conditions as may be deemed fit and proper.
- e) To purchase or otherwise acquire for the Company any property rights or privileges which the Company is authorized to acquire at such price and generally on such terms and conditions as they think fit and subject to the provisions of Section 107 of the Act to sell, let, exchange or otherwise dispose of absolutely or conditionally any part of the property, privileges and undertaking of the Company upon such terms and conditions and for such consideration as they may think fit.
- f) At their discretion to pay for any property, rights or privileges acquired by or services rendered to the Company either wholly or partially in cash or in shares, bonds, debentures or other securities of the Company, and any such shares may be issued either as fully paid up thereon as may be agreed upon and any such bonds, debentures, or other securities may either specifically charged upon all or any part of the property of the Company, including its uncalled capital not so charged.
- g) To secure the fulfillment of any contracts, agreements or engagements entered into by the Company, mortgage or charges on all or any of the property of the Company and its unpaid capital for the time being or in such other manner as they may think fit.
- h) To appoint any person or persons (whether incorporated or not) to accept and hold in trust for the Company any property belonging to the Company or in which it is interested or for any other purposes and to execute and do all such deeds, documents and things as may be requisite in relation to any such trust and to provide for the remuneration of such trustee or trustees.
- i) To institute, conduct, defend, compound and abandon any legal proceedings by or against the Company or its officers or otherwise concerning the affairs of the


(মোঃ রবিকুল ইসলাম)
সহকারী রেজিষ্টার (চলতি দায়িত্ব)
জয়েন্ট ইক মোশানাল এন্ড ফার্মস
বাণিজ্য সেক্টর
গেজট
পাটনা

Company and also to compound and allow time for payment or satisfaction of any claims or demands by or against the Company.

- j) To make and give receipts, releases and other discharges for money payable to the Company and for the claims and demands of the Company.
- k) To act on behalf of the Company in all matters relating to bankruptcy and insolvency.
- l) Subject to the provisions of Sections 58, 103, 120(1), 121 and 122 of the Act, to invest and deal with any of the purposes thereof upon such securities (not being shares in this Company) and in such manner as they think fit, and from time to time vary or realize such investment.
- m) To execute in the name and on behalf of the Company or in favor of any Director or other person who may incur or be about to incur any personal liability for the benefit of the Company, such mortgages of the Company's property (present and future) as they think fit, and any such mortgage may contain a power of sale and such other powers, covenants and provision as shall be agreed upon.
- n) To give to any person employed by the Company as remuneration for their services such a commission of the profits of the Company and such commission or share or profits shall be treated as part of the working expenses of the Company.
- o) From time to time to make, vary and/or repeal bye-laws and service rules for the regulation of the business of the Company, its officers and servants.
- p) Subject to the provisions of Section 399 of the Act, before recommending any dividends to set aside portions of the profits of the Company to form a fund to provide for pension, gratuities or compensation or to create any provident fund in such or any other manner as the Directors may deem fit.
- q) To enter into all such negotiations and contracts and rescind and/or vary all such contracts and execute and do all such acts, deeds and things in the name and on behalf of the Company as they may consider expedient for or in relation to any of the matters aforesaid or otherwise for the purpose of the Company.
- r) To make, draw, endorse, sign, accept, negotiate and give all cheques, bills of lading, orders, bills of exchange and promissory notes and other negotiable instruments required in the business of the Company.
- s) To insure and keep insured against loss or damage by fire or otherwise for such period and to such extent as they may think proper all or any part of the buildings, machinery, goods, stores, produce and other movable and immovable property of the Company either separately or jointly, also to insure all or any portion of the goods, produce, machinery and other articles dealt with by, imported or exported by the Company, and to sell, assign, surrender or discontinue any policy of assurance effected in pursuance of this power.
- t) To open accounts with any bank(s) or with any Company, firm or individual and to pay money into or draw money from any such account from time to time as the Directors may think fit.
- u) To attach to any shares to be issued as the consideration for any contract with or property acquired by the Company, or in payment for services rendered to the Company, or to the transfer thereof, such conditions as they think fit.

উদ্ভিদুল নবুল বহিদা
সহকারী সেক্রেটারি (চলতি দায়িত্ব)
জয়েন্ট স্টক কোম্পানীজ এন্ড ফার্মস
বাণিজ্য মন্ত্রণালয়
ঢাকা
পাঠক

(মোঃ রকিবুল ইসলাম)
সহকারী সেক্রেটারি (চলতি দায়িত্ব)
জয়েন্ট স্টক কোম্পানীজ এন্ড ফার্মস
বাণিজ্য মন্ত্রণালয়
ঢাকা
পাঠক

- v) To accept from any member on such terms and conditions as shall be agreed the surrender of his shares or stock or any part thereof.
- w) To establish branch offices and agencies in any part of Bangladesh or aboard.
- x) The Directors may from time to time delegate all or any of their powers and authorities herein to the Managing Director, Directors, and officers of the Company and or any other person(s) as they may decide.

58. The office of the Director shall ipso facto be vacated if :

- a) he fails to obtain within the prescribed time-limit or ceases to hold the share qualification necessary for his appointment;
- b) he is a minor or found to be of unsound mind;
- c) he is an undischarged insolvent or adjudged an insolvent;
- d) he has been convicted by a court of law for an offence involving moral turpitude;
- e) he holds such office in any firm or Company in contravention of the relevant provisions of the Companies Act, 1994 or any other subsequent enactment;
- f) he absents himself from 3(three) consecutive meetings of the Board of Directors or from all the meetings of the Directors for a continuous period of three months, whichever is the longer, without leave of absence from the Board of Directors;
- g) resigns his office by notice in writing to the Company; or
- h) he being a Director elected as a representative or nominee of a shareholder, is removed by that shareholder by notice in writing to the Company for any reason whatsoever.

59. Resolutions of the Board of Directors shall be passed by majority vote of the Directors present.

THE SEAL

60. The Company shall have a common seal and the Directors shall provide for safe custody thereof. Every instrument to which the seal is affixed shall be signed by at least one Director or an officer appointed by the Company for that purpose and such signature shall be in favor of any purchaser or person having bonafide dealing with the Company, be conclusive evidence of the fact that the seal has been properly affixed.

61. The Company may for its use outside Bangladesh have an official seal which shall be a facsimile of the common seal of the Company with the addition on its face of the name of the territory or place where it is to be used.

ANNUAL RETURNS

62. The Company shall comply with the provision of Section 36 of the Act as to the preparing of Annual Returns.



অধিকারী নব্বদ বালিয়া
প্রত্যয়ান করা হইল

(Handwritten signature)

(মোঃ হাকিমুল ইসলাম)
সহকারী রেজিষ্টার (চলতি দায়িত্ব)
জয়েন্ট স্টক কোম্পানীজ এন্ড ফার্মস
বাণিজ্য মন্ত্রণালয়
ঢাকা-১
পাঠা

DIVIDEND


63. The Company in General Meeting may declare a dividend to be paid to the members according to their rights and interest in the profits and may fix the time for payment.
64. No larger dividend shall be declared than is recommended by the Directors but the Company in General Meeting may declare a smaller dividend.
65. No dividend shall be payable except out of the profits of the Company for the year or any other undistributed profits, and dividend shall not carry interest as against the Company. The declaration by the Directors as to the amount of net profits of the Company shall be conclusive.
66. The Directors may from time to time pay to the members such interim dividend as in their judgment the position of the Company justifies.
67. Any one of several persons who are registered as the joint holders of any shares may give effectual receipt for all dividends and payments on account of dividend in respect of such shares.
68. 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.

ACCOUNTS

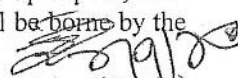
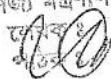
69. The books of accounts shall be kept at the office or at such other place in Bangladesh as the Board thinks fit and shall be open to inspection by any Director during business hours.
70. The Board shall from time to time, determine whether and to what extent and at what time, and place, and under what condition or regulation the books of accounts and books and documents or any of them, shall be open to the inspection of the members not being Directors; and no member (not being a Director) shall have any right of inspecting any books of account or book or document of the Company except as conferred by law, or authorized by the Board or by the Company in General Meeting.
71. The Directors shall cause true accounts to be kept of the Assets and Liabilities of the Company; of all sums of money received and expended by the Company and the matter in respect of which receipt and expenditure takes place; and of all the sales and purchases of goods by the Company. The Books of Accounts shall be kept at the Registered Office or at such other place as the Directors may think fit and shall always be kept open to the inspection of the Directors.
72. Once in at least every year the accounts of the Company shall be examined and the correctness of the Profit and Loss Account and Balance Sheet ascertained by one or more Auditors appointed for the purpose, and the relevant provisions of the Companies Act, 1994 shall be observed.

WINDING UP

73. 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 on the paid up capital, such assets shall be distributed so that as nearly as may be the losses shall be borne by the


Registrar of Joint Stock Companies

(মোঃ নূরুন্নাহার ইসলাম)
সহকারী রেজিস্ট্রার (চলতি দায়িত্ব)
জয়েন্ট স্টক কোম্পানীজ এক্ট ফর্মিন
স্বাক্ষরিত কর্তৃক

members in proportion to the capital subscribed by them respectively at the commencement of the winding up; 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 on the winding up, the excess shall be distributed among the members in proportion to the capital subscribed by them respectively at the commencement of the winding up. This clause is without prejudice to the rights of the holders of shares issued upon special terms and conditions.

74. With the sanction of an extraordinary resolution of the members, any part of the assets of the Company including any shares in any other Company or companies, may be divided between the members and the Company dissolved but no members shall be compelled to accept shares whereon there is any liability.

SECRECY

75. Every Director, Managing Director, Chairman, Manager, Auditor, Trustee, member of committee, officer, servant, agent, accountant or other person employed in the business of the Company shall, if so required by the Board before entering upon his duties, sign a declaration in the form approved by the Board pledging himself to observe strict secrecy regarding all transactions of the Company and the state of accounts with anybody and in matters relating thereto, and shall by 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 Board of Directors, or by any General Meeting, or by a court of law, and except so far as may be necessary in order to comply with any provisions in these presents contained.

INDEMNITY

76. Subject to the provisions of Section 102 of the Act the Managing Director, and every Director, officer or servant of the Company shall be indemnified out of the assets of the Company against all costs, losses or expenses which they or any of them shall or may incur or sustain by reason of any act done in the execution of their duty in their respective offices except such (if any) as they shall incur or sustain by or through their own willful neglect, default, breach of duty or breach of trust.
77. Subject to the provisions of Section 102 of the Act, no Director or other officer of the Company or of the Managing Agents (if any) shall be liable for the acts, receipts, neglects or defaults of any other Director or Officer, or for joining in any receipt or other act for conformity, or for any loss or expense happening to the Company through insufficient or deficiency of title to any property acquired by order of the Directors for or on behalf of the Company or for the sufficiency or deficiency or any security in or upon which any of the money of the Company shall be invested or for any loss or damage arising from the bankruptcy, insolvency or tortuous act of any person, Company or corporation, with whom any money, securities or effects shall be entrusted or deposited or for any loss occasioned by any error of judgment or oversight on his part or for any other loss or damage or misfortune whatsoever which shall happen in the execution of the duties of his office or in relation thereto, unless the same shall happen through his own dishonesty.

অধিকার নব্বল বসিয়া
প্রত্যয়ন করা হইবে

(মোঃ মুকিমুল ইসলাম)
সহকারী সেক্রেটারী (চলতি দায়িত্ব)
জরুরি টক কোম্পানীর এড ফর্মিস

বাণিজ্য মন্ত্রণালয়

১৯৬৩
৩০

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

Sl. No.	Names, Addresses, Descriptions and Nationality of the Subscribers	Number of Shares taken by each Subscriber	Signature of Subscribers	Name, Addresses and Description of Witnesses
01	M.A.N. Siddique, Secretary, Roads Division, Ministry of Communication, Bangladesh Secretariat, Dhaka-1000. Chairman & Ex-officio Director Bangladeshi	39,99,99,940 (Thirty nine crore ninety nine lacks ninety nine thousand nine hundred forty only)		
02	Shaheda Rahman, Dean, Faculty of Architecture and Planning, BUET, Dhaka- 1000 Director Bangladeshi	10 (Ten)		
03	Sudhangshu Shekhar Biswas Additional Secretary, Finance Division, Ministry of Finance, Bangladesh Secretariat, Dhaka-1000. Director Bangladeshi	10 (Ten)		
04	Md. Aftabuddin Talukder, Executive Director, DTCA Nagar Bhaban (Level 12-13), Dhaka-1000 Director Bangladeshi	10 (Ten)		
05	Md. Aminur Rahman Lasker Chief Engineer, Roads and Highways Department Sarak Bhaban, Ramna, Dhaka-1000 Director Bangladeshi	10 (Ten)		



অধিবন্দন নবঙ্গল কমিশ্যন
পঞ্জীয়ন করা হয়েছে

২০/১১/১০
(মোঃ মাকিমুল ইসলাম)
স্বাক্ষরী রেজিস্ট্রার (চলতি দায়িত্ব)
জয়েন্ট স্টক কোম্পানীজ এন্ড ডায়রিস
বাণিজ্য সচিবালয়
ফোন নং ৪
পাঠক

Sl. No.	Names, Addresses, Descriptions and Nationality of the Subscribers	Number of Shares taken by each Subscriber	Signature of Subscribers	Name, Addresses and Description of Witnesses
06	Md. Afil Uddin Project Director (Addi. Chief Engineer, Addi. Charge), RHD, Greater Dhaka Sustainable Urban Transport Project (BRT Gazipur-Airport), Sarak Bhaban, Ramna, Dhaka-1000. Managing Director & Ex-officio Director Bangladeshi	10 (Ten)		
07	Munshi Sahabuddin Ahmed Chief Executive Officer, Gazipur City Corporation, Gazipur Director Bangladeshi	10 (Ten)		

Total:[400 (four hundred) million Shares]

Witness:

1.

2.



অধিকার নবল অফিস
প্রত্যাশন করা হইল

(Signature)
(মোঃ রাকিবুল ইসলাম)
সহকারী রেজিস্ট্রার (চলতি দায়িত্ব)
জয়েন্ট স্টক কোম্পানীস এন্ড ফার্মস
বাণিজ্য মন্ত্রণালয়
ঢাকা
পাঠক ৫

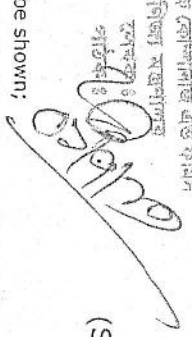
১৯৯৯ ১০ ০৬৪৯৯

FORM XII
Particulars OF Directors, Manager AND Managing Agents AND OF ANY CHANGE therein
THE Companies Act, 1994 (See SECTION 115)

১৯৯৯, ১০ ০৬৪৯৯

NAME OF THE Company: **DHAKA BUS RAPID TRANSIT COMPANY LIMITED (DHAKA BRT)**, Reg No. C-109974, Reg Date :01-JUL-13
Entity Address: Sarak Bhaban, Ramna , Dhaka
Presented FOR Filing BY: **Md. Afil Uddin**

Sl.	THE present NAME (a) OR Names AND Surnames (d)	Nationality	Nationality (other THAN THE present nationality)	Usual Residential Address	Other Business, Occupation AND Directorship, IF ANY, IF NONE, state so (b)	DATE OF Appointment OR CHANGE	Changes (c)
1	M.A.N. Siddique	Bangladeshi		Gulfishan-05, Baily Road, Ramna, Dhaka-1000, Dhaka, Phone :01730712686, email: secretary@mcc.gov.bd, National ID: 19572699501916525	Bangladesh Infrastructure Finance Fund Limited	Date of Incorporation	
2	Shaheda Rahman	Bangladeshi		5/H, BUET Housing, Bakshi Bazar, Dhaka, Phone :01715013150, email: shaheda@arc.buet.ac.bd, National ID: 2697556418633			
3	Md. Aftabuddin Talukder	Bangladeshi		36/K North Bishil, Mirpur-1, Dhaka-1216, Dhaka, Phone :9562686, email: aftabuddin.js7@gmail.com, National ID: OC9025633			
4	Md. Aminur Rahman Lasker	Bangladeshi		159/11/B West Shewrapara, Mirpur, Dhaka-1216, Dhaka, Phone :01819262740, email: ce@rhd.gov.bd, National ID: 2694814926131			
5	Md. Afil Uddin	Bangladeshi		Pa-127, South Badda, Gulshan, Dhaka-1212, Dhaka, Phone :01671321481, email: uddinafil@yahoo.com, National ID: 2690421379911			
6	Sudhangshu Shekhar Biswas	Bangladeshi		House-741/2A, Road-09, Adabar, Dhaka-1207, Dhaka, Phone :01711828978, email: sudharda@yahoo.com, National ID: 1018828729132			
7	Munshi Sahabuddin Ahmed	Bangladeshi		House No-B-6, E-8, Eskaton Garden/Officer Quarter, Eskaton Garden Road, Dhaka 1000, Dhaka, Phone :01552450651, email: munshl.estb@yahoo.com, National ID: 2696653249953			


 (Signature)
Md. Afil Uddin
 Managing Director
 (State whether Director, Manager OR Managing Agents)

Dated : 18-June -2013

(a) IN THE CASE OF a Corporation its corporate NAME AND registered OR principal office shall be shown;
 (b) IN THE CASE OF an individual who has NO business occupation but ANY other directorship OR directorships, particular OF THE directorship OR SOME OF these directorships must be entered. A COMPLETE LIST OF directors, manager, managing agents shown AS existing IN THE LAST particulars delivered shall ALWAYS be given;

BY writing against a NEW directors, NAME