

INCORPORATED UNDER THE COMPANIES ACT, 1994
(ACT XVIII OF 1994)

PUBLIC COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

BANGLADESH INFRASTRUCTURE FINANCE FUND LIMITED

INTERPRETATION

1. In these Articles unless there be something in the subject or context inconsistent therewith :-

“Act” means the Companies Act, 1994 (Act XVIII of 1994) or Acts for the time being in force containing the provisions of the legislature in relation to companies.

“Government” means the Government of the People’s Republic of Bangladesh represented by the Finance Division, Ministry of Finance.

“Company” means the Bangladesh Infrastructure Finance Fund Limited.

“Articles” means the Articles of Association of the Company as originally framed or as altered from time to time, by special resolution.

“Special Resolution” and “Extraordinary Resolution” have the meanings respectively as outlined in section 87 of the Act.

“Director” means a Director of the Company for the time being.

“Board” means the Board of Directors of the Company.

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

“Dividend” includes bonus.

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

“Register” means the register of members to be kept pursuant to section 34 of the Act.

“Month” means calendar month according to the English Calendar.

“Year” means financial year commencing in the month of July in one year and ending in the month of June in the next year.

“Proxy” includes attorney duly constituted under a Power of Attorney

“In writing” and “written” includes printing lithography, type writing and other modes of representing or reproducing words in a visible form.

Registrar of Joint Stock Companies
অবিকল্প নব্বল হলিডা
নংকারী রেজিস্ট্রার (জস্ট স্টক কোম্পানি)
(কে, এফ, এফ, এফ)
নংকারী রেজিস্ট্রার (জস্ট স্টক কোম্পানি)
জয়েন্ট স্টক কোম্পানিজ এক্ট ফর দি
বাংলাদেশ সরকার।
লেখক :
পাঠক :
11 MAR 2011

“Seal” means the common seal of the Company.

In these Articles unless the context otherwise requires expressions defined in the Act and statutory modifications thereof in force at the date at which these Articles become binding on the Company, shall have the meanings so defined, and the words importing the singular shall include the plural and vice versa, and the words importing the masculine gender shall include the feminine and the words importing person shall include firms bodies corporate and incorporate and the Government.

2. The regulation contained in the Schedule-1 to the Act shall not apply to the Company except in so far as the same may be expressly incorporated or deemed to be incorporated herein.

Subject as aforesaid any words or expression defined in the Act shall, except where the subject or context forbids, bear the same meaning in the Articles.

3. The regulations for the management of the Company and for the observance by the members thereof and their representative shall, subject as aforesaid and to any exercise of the statutory powers of the Company in reference to the repeal or alteration of or addition to its Articles of Association by Special Resolution, as prescribed or permitted by the Act, be such as are contained in these Articles.

PRELIMINARY

4. The business of the Company shall include any or several objects expressed in the Memorandum of Association.
5. The Company is a public limited Company and shall have any number of members but not less than 7 (Seven).

CAPITAL

6. The authorized share capital of the Company is Taka 100 (one hundred) billion divided into 1 (one) billion shares of Taka 100 each with power to increase or reduce the capital to divide the shares in the capital for the time being into several classes and special rights, privileges or condition (s) as may be determined by the Company and vary, modify or abrogate any such rights, privileges or conditions and consolidate or sub-divide the shares and issue shares of higher or lower denominations.
- 6a. The minimum subscription upon which the directors may proceed to allot share shall be Taka 50,000 (Taka fifty thousand only).

SHARES

7. Subject to the provisions, if any, in that behalf in the Memorandum of Association of the Company, any share in the Company (whether forming part of the original or any increased capital of the Company) may be issued with such preferred, deferred or other special rights, or restrictions, whether in regard to dividend, voting, return of 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 a Special Resolution be issued on the terms that it is or at the option of the Company, is liable to be redeemed.

জাতিরবন্দু নুরুল বাশিয়া
প্রত্যাযন করা হইল।
APR 2011
(কে. এ. ম. নাহার)
সহকারী প্রকিষ্টার (লেক্সি দাটড)
জয়েন্ট ইক কোম্পানীজ এন্ড মার্গিন
বাণিজ্য মন্ত্রণালয়।
লেখক :
স্বাক্ষর :

