



# MEGHNA PETROLEUM LIMITED

(A SUBSIDIARY OF BANGLADESH PETROLEUM CORPORATION)

58, Agrabad Commercial Area  
Chittagong.

## NOTICE OF THE 7<sup>TH</sup> EXTRA ORDINARY GENERAL MEETING

Notice is hereby given that, The 7<sup>th</sup> Extra Ordinary General Meeting of the Company will be held on 06 Magh 1424, 20 January 2018, Saturday at 10-30 am at “Chittagong Boat Club” Ghat No. 11, East Patenga, Chittagong for the purpose of transacting the following business and if deem fit, adopt the following resolution as Special Resolution :  
All the shareholders are requested to attend the meeting in time.

### AGENDA

**A)** To substitute articles No. 129 of Memorandum & Articles of Association and adopt the following new articles No. 129 in the Memorandum & Articles of Association of the Company.

Existing Clause	Proposed Clause
129. Unless otherwise determined by the Corporation, the number of Directors of the Company shall not be less than five and more than nine, out of which one director shall be elected from amongst the individual shareholders who are Bangladeshi national and another <b>one</b> shall be appointed by the Board of Directors as Independent Director. The Directors appointed by the Corporation shall not be required to hold any qualification shares.	129. Unless otherwise determined by the Corporation, the number of Directors of the Company shall not be less than five and more than nine, out of which one director shall be elected from amongst the individual shareholders who are Bangladeshi national and another <b>two</b> shall be appointed by the Board of Directors as Independent Director. The Directors appointed by the Corporation shall not be required to hold any qualification shares.

**B)** To substitute articles No. 139(a) of Memorandum & Articles of Association and adopt the following new articles No. 139(a) in the Memorandum & Articles of Association of the Company.

Existing Clause	Proposed Clause
139. (a) The remuneration of the Directors for attending the Board Meeting shall not exceed Tk. 7,000/- per meeting of the Board of Directors attended by them.	139. (a) The remuneration of the Directors for attending the Board Meeting shall not exceed Tk. 8,000/- per meeting of the Board of Directors attended by them.

**C)** To substitute articles No. 165(4) of Memorandum & Articles of Association and adopt the following new articles No. 165(4) in the Memorandum & Articles of Association of the Company.

Existing Clause	Proposed Clause												
(4) To authorise the undertaking of approved works of a capital nature, subject to the condition that all cases involving a capital expenditure exceeding Taka 10,00,000/- shall be referred to the Corporation for approval before such authorisation provided that; (i) within any financial year the funds required will be found within the budget allocation for the project; (ii) the expenditure on such works in subsequent years would be the first call on the respective budget allocation; and (iii) even in case of a work involving a capital expenditure exceeding Tk.10,00,000/- where detailed project reports have been prepared with estimates of different component parts of the project and duly approved by the Corporation, the Board shall be competent to sanction increase in expenditure not exceeding 10% in any component part.	(4) To authorise the undertaking of approved works of a capital nature, subject to the condition that following cases involving expenditure i.e. <table border="1"><thead><tr><th>Nature of work</th><th>Development</th><th>Non-Development</th></tr></thead><tbody><tr><td>1) Engineering (Construction)</td><td>10.00 Crore</td><td>8.00 Crore</td></tr><tr><td>2) Goods/Machinery/Stationary etc.</td><td>10.00 Crore</td><td>8.00 Crore</td></tr><tr><td>3) Consultancy Servicing</td><td>2.00 Crore</td><td>1.00 Crore</td></tr></tbody></table> Exceeding above amount shall be referred to the Corporation for approval before such authorisation provided that; (i) Within any financial year the funds required will be found within the budget allocation for the project; (ii) The expenditure on such works in subsequent years would be the first call on the respective budget allocation.	Nature of work	Development	Non-Development	1) Engineering (Construction)	10.00 Crore	8.00 Crore	2) Goods/Machinery/Stationary etc.	10.00 Crore	8.00 Crore	3) Consultancy Servicing	2.00 Crore	1.00 Crore
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3) Consultancy Servicing	2.00 Crore	1.00 Crore											

**D)** To adopt the following new articles No. 165 (28) in the Memorandum & Articles of Association of the Company.

Existing Clause	Proposed Clause
---	To frame the CSR (Corporate Social Responsibility) policy of the company which follows the Government directives from time to time.

**E)** To consider and adopt the amended Memorandum & Articles of Association of the Company.

By order of the Board

(AHMED SHAHIDUL HAQUE)  
Company Secretary

28 Agrahayan, 1424  
12 December, 2017

\*\* No gift or benefit in cash or kind shall be paid to the holders of equity securities in terms of Clause (c) of the Notification No. SEC/SRMI/2000-953/1950 dated 24 October 2000 for attending this EGM of the Company.