

MANAGEMENT OF THE COMPANY

The overall management is done under the guidance of Mr. A.S.F. Rahman, Chairman of the BEXIMCO GROUP and Chairman of this Company and Mr. Salman F. Rahman, Deputy Chairman of the Beximco Group and Deputy Chairman of this Company.

The Management of the Company's affairs and day to day activities are carried out by the Managing Director under the overall control and supervision of the Board of Directors.

Mr. A.S.F. Rahman, Chairman, Mr. Salman F. Rahman, Deputy Chairman, Mr. Iqbal Ahmed and Mr. O.K. Chowdhury, Directors are closely associated with the Management of the Company. They have vast knowledge, wide reputation and long experience in the management of both Industrial and Trading concerns. The following are the present Directors of the Company.

Name and Address

CHAIRMAN

1. Mr. A.S.F. Rahman
17 Dhanmondi R.A.
Road No. 1
Dhaka-1205

Particulars relating to other Directorship

Bangladesh Export Import Co. Ltd.	(Chairman)
Beximco Pharmaceuticals Ltd.	(Chairman)
Beximco Infusions Ltd.	(Chairman)
Beximco Agrochemicals Ltd.	(Chairman)
Beximco Foods Ltd.	(Chairman)
Beximco Fisheries Ltd.	(Chairman)
Beximco Synthetics Ltd.	(Chairman & Managing Director)
Beximco Computers Ltd.	(Chairman)
Beximco Investment Co. Ltd.	(Chairman)
Beximco Knitting Ltd.	(Chairman)
Padma Textile Mills Ltd.	(Chairman)
New Dacca Industries Ltd.	(Chairman)
Shine Pukur Jute Spinners Ltd.	(Chairman)
Sonali Ansh Ltd.	(Chairman)
Comtrade Apparels Ltd.	(Chairman)
Beximco Engineering Ltd.	(Chairman)
Esses Exporters Ltd.	(Chairman)
IFIC Bank Ltd.	(Vice Chairman)
Gammatech Ltd.	(Director)
IPDC of Bangladesh Ltd.	(Director)

DEPUTY CHAIRMAN

2. Mr. Salman F. Rahman
17 Dhanmondi R.A.
Road No. 1
Dhaka-1205

Bangladesh Export Import Co. Ltd.	(Deputy Chairman)
Beximco Foods Ltd.	(Deputy Chairman)
Beximco Computers Ltd.	(Deputy Chairman)
Beximco Investment Co. Ltd.	(Deputy Chairman)
Beximco Knitting Ltd.	(Deputy Chairman)
Padma Textile Mills Ltd.	(Deputy Chairman)
Shine Pukur Jute Spinners Ltd.	(Deputy Chairman)
New Dacca Industries Ltd.	(Deputy Chairman)
Sonali Ansh Ltd.	(Deputy Chairman)
Comtrade Apparels Ltd.	(Deputy Chairman)
Beximco Fisheries Ltd.	(Deputy Chairman)
Beximco Synthetics Ltd.	(Deputy Chairman)
Esses Exporters Ltd.	(Deputy Chairman)
Beximco Pharmaceuticals Ltd.	(Managing Director)
Beximco Infusions Ltd.	(Managing Director)
Beximco Agrochemicals Ltd.	(Managing Director)
Arab Bangladesh Bank Ltd.	(Vice Chairman)
Gammatech Ltd.	(Director)

DIRECTORS

3. Mr. Iqbal Ahmed
113 Crescent Road
Dhanmondi
Dhaka-1205

Beximco Foods Ltd.	(Managing Director)
Comtrade Apparels Ltd.	(Managing Director)
Bangladesh Export Import Co. Ltd.	(Director)
Beximco Investment Co. Ltd.	(Director)
Beximco Pharmaceuticals Ltd.	(Director)
Beximco Infusions Ltd.	(Director)
Beximco Agrochemicals Ltd.	(Director)
Beximco Fisheries Ltd.	(Director)
Beximco Synthetics Ltd.	(Director)
I & I Services Ltd.	(Director)
Esses Exporters Ltd.	(Director)
Sonali Ansh Ltd.	(Director)
Arab Bangladesh Bank Ltd.	(Director)
Gammatech Ltd.	(Director)
Shine Pukur Jute Spinners Ltd.	(Director)

4. Mr. O.K. Chowdhury
House No. 50, Road NO. 5
Dhanmondi R/A
Dhaka-1205

Beximco Fisheries Ltd.	(Managing Director)
Beximco Engineering Ltd.	(Managing Director)
Bangladesh Export Import Co. Ltd.	(Director)
Beximco Pharmaceuticals Ltd.	(Director)
Beximco Synthetics Ltd.	(Director)

DIRECTOR'S INTEREST:

The Directors have no personal interest except to the extent of receiving the ordinary remuneration provided for in the Articles of Association.

NUMBER OF DIRECTORS:

Unless otherwise determined by the Company in General Meeting, the number of Directors shall not be more than seven.

QUALIFICATION:

The qualification of Director shall be his holding Shares in the Company of the nominal value of Tk. 10,000/- at least in his own name, relaxable in the case of Directors representing interest of any Company/Corporation holding shares of the requisite value.

REMUNERATION:

The remuneration of the Director shall not exceed Tk. 750/- per meeting of the Board attended by him. The remuneration of Director for performing extra services shall be determined in General Meeting. If payment for extra services is to be made in the form of commission fixed at a percentage of profit, it will be subject to prior approval of the Securities & Exchange Commission.

BORROWING POWERS:

The Directors may from time to time at their absolute discretion raise or borrow any sum of money for the purpose of the Company and from any Person, Bank, Firm, Company, Corporation and particularly from any Director and may secure the payment of such money in such manner and upon such term 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 or by mortgage or charge of all or any of the property of the Company including its uncalled capital for the time being and the Directors may on behalf of the Company guarantee the whole or any part of the loans or debts raised by or on behalf of the Company.

PART-IX

MISCELLANEOUS

AUDITORS

M.J. ABEDIN & CO.
Chartered Accountants
99, Motijheel C.A.
Dhaka.

LEGAL ADVISER

MR. RAFIQUE-UL-HUQ
Barrister-at Law
M/S. HUQ & CO.
47/1, Purana Paltan
Dhaka.

BANKERS OF THE COMPANY

- a) Arab Bangladesh Bank Ltd.
New Elephant Road Branch
New Elephant Road
Dhaka.
- b) Standard Chartered Bank
18-20 Motijheel C/A
Dhaka.

A copy of the Memorandum and Articles of Association of the Company and the consent orders of the Securities & Exchange Commission may be inspected on any working day during office hours at the Company's Registered Office.

Name of Directors

MR. A.S.F. RAHMAN

MR. SALMAN F. RAHMAN

MR. IQBAL AHMED

MR. O.K. CHOWDHURY

Dated April 12, 1994

Signature

Sd/-

Sd/-

Sd/-

Sd/-

BEXIMCO FISHERIES LIMITED
APPLICATION FOR DEBENTURES AND SHARES

The Directors

Beximco Fisheries Limited
17 Dhanmondi R/A, Road No. 2
Dhaka- 1205

Dear Directors,

I/We apply for and request you to allot me/us the following number of Debentures and Shares and I/we agree to accept the same or any smaller number that may be allotted to me/us upon the terms of the Company's approved Prospectus and subject to the Memorandum and Articles of Association of the Company. Further, I/We authorise you to place my/our name(s) on the Register of Member(s) of the Company as the holder(s) of Shares and on the Register(s) of Debenture Holder(s) of the Company as the holder(s) of Debentures allotted to me/us pursuant to this application and to send Allotment Letter in respect thereof and/or a Crossed (account payee only) Cheque in respect of any application money returnable by post at my/our risk to the first applicant's address stated below:

1. a) No. of Shares 2. a) Amount in Taka
- b) No. of Debentures b) Amount in Taka
3. Amount of Tk. (Taka)
only deposited vide Cash/Cheque/Draft/Pay Order No date
on Bank Branch
4. I/We agree to fully abide by the instructions given herein.
5. Name and address:

(1) Sole/First Applicant

Mr./Ms.
Father/Husband's Name
Postal Address
Occupation Nationality
With Passport No. and/or ID (if any)

(2) Second Applicant

Mr./Ms.
Father/Husband's Name
Postal Address
Occupation Nationality
With Passport No. and/or ID (if any)

6. Specimen Signature(s)

(1) Name (In Block) Signature

(2) Name (In Block) Signature

BANKER'S ACKNOWLEDGEMENT

Certified that this Bank has received Tk. (Taka)
only from Mr./Ms. being the application money for
(a) No. of Shares, and (b) No. of Debentures
of BEXIMCO FISHERIES LTD.

Date

Authorised Signature
(NAME AND DESIGNATION)
Bankers Sl. No.

INSTRUCTIONS

1. All information must be typed or written in full (in block letters) in English or in Bengali and should not be abbreviated.
2. Application must be made on the Company's printed form/photocopy / handwriting thereof.
3. Application must not be less than for Debentures value of Tk. 3000/- and/or 20 Shares value of Tk. 2000/-.
4. Remittance for the full amount of the Shares and Debentures must accompany each application and must be forwarded to any one of the Bankers to the issue. Remittance should be in the form of cash/cheque/draft/pay order payable to one of the Bankers to the issue "A/C BEXIMCO FISHERIES LIMITED" and crossed "A/C PAYEE ONLY" and must be drawn on a bank in the same town as the bank to which the application form has been sent.
5. In the case of Joint Application form, the allotment letter will be despatched to the person whose name appears first on the Application Form and where any amount is refundable in whole or in part, the same will be refunded by cheque by post/courier service to the person named first on this Application Form in the manner prescribed in the prospectus.
6. An applicant can submit not more than two applications one in his own name and another jointly with another persons.
7. No receipt will be issued for the payment made with the application but a provisional acknowledgement will be issued by the Bankers to the issue for application lodged with them.
8. Refund will be made through "Account Payee" cheque.
9. Allotment shall be made solely in accordance with the instructions of the Securities & Exchange Commission.
10. Making of any false statement in the application or wilful supply of incorrect information therein will make the applicant(s) liable to legal action.
11. Applications which do not meet the above requirements or applications which are incomplete shall not be entertained.

BANKER TO THE ISSUE:

- i) Investment Corporation of Bangladesh
- ii) Janata Bank
- iii) Standard Chartered Bank
- iv) Banque Indosuez
- v) International Finance Investment & Commerce Bank Ltd.
- vi) Arab Bangladesh Bank Ltd.
- vii) ANZ Grindlays Bank PLC

The Companies Act, 1913
(Act VII of 1913)
(Public Company Limited by shares)
MEMORANDUM OF ASSOCIATION
OF
BEXIMCO FISHERIES LIMITED

- I. The name of the Company is "BEXIMCO FISHERIES LIMITED"
- II. The Registered Office of the Company will be situated in the Peoples' Republic of Bangladesh.
- III. The objects for which the Company is established are:
 1. To carry on all or any of the business of fish and fish-catching by modern methods and to arrange for marketing the same either in raw form or in the preserved form and to preserve fish by scientific methods and to export the same to foreign countries.
 2. To establish, purchase or otherwise acquire, run, conduct and operate frozen fishplant, cold storage, freezing plant etc. for preservation, storage and treatment of fish, shrimps, frog legs, merchandise, food products, farm products, vegetables and all other articles of food, whether manufactured or not and to carry on ancillary business thereto.
 3. To carry on the business of fish products and their by-products for consumption in the domestic market and also to export the same to foreign countries.
 4. To establish freezing plant, cold storage and ice plant for the preservation of fish and to open agencies within the country or in abroad for the purpose of marketing fish and fish products.
 5. To purchase boats and trawlers and fishing nets for the purpose of deep-sea-fishing and to import other raw materials and machineries that may be necessary for fishing industry.