

From Page 14

b) "Kazali-3"  
2nd Floor  
Ekaton Garden Road  
Dhaka

Pioneer Hatchery Ltd  
Aliahwala Scientific Shrimp  
Farm Ltd  
Meghna Cement Mills Ltd  
Director:  
Saudi-Bangladesh Industrial and  
Agricultural Investment  
Company Ltd  
(SABINCO)  
Tulip Dairy and Food  
Products Ltd  
Gazi Fish Culture Ltd

4. Director  
Mr. Murshed Alam Chowdhury  
a) House No. 11, Road No. 10  
Dhanmondi R/A, Dhaka-1205  
b) Plot No. 4C, Block No. NE (D)  
Gulshan Model Town, Dhaka.

Director:  
Kingshuk Limited  
Managing Director:  
Dynamic Corporation Limited

5. Director  
Mr. Sohail Rashid  
a) 938, Montroyal Boulevard  
North Vancouver B. C.  
Canada V7R2H7  
b) House No. 15, Road No. 11,  
Baridhara, Dhaka.

NIL

6. Director  
Mr. Kamruddin Waliyany  
B/3, Siddheswari Apartment  
52, Siddheswari Road  
Dhaka.

Director:  
Eagle Star Textile Mills Limited  
Bay Star Limited  
Marks Corporation Limited

7. Director  
Mrs. Shamimara Chowdhury  
a) House No. 11, Road No. 10  
Dhanmondi R/A, Dhaka.  
b) Plot No. 4C, Block-NE (D)  
Gulshan Model Town  
Dhaka.

Director:  
Kingshuk Limited

**DIRECTORS' INTEREST**

The Directors have no personal interest except to the extent of receiving the remuneration as approved by the Board of Directors and shareholders in the Annual General Meeting.

**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 this own name, relaxable in the case of Directors representing interest of any company holding shares of the requisite value.

**REMUNERATION**

The remuneration of the Directors shall not exceed Tk 750/- per meeting of the Board attended by him. Remuneration of the working directors have already been appointed by the shareholders in Annual General Meeting.

**BORROWING POWER**

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 terms and conditions in all respects as they think fit and in particular by the issue of promissory notes or bill 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-VIII****MISCELLANEOUS**

AUDITORS : M. J. ABEDIN & CO.  
Chartered Accountants  
99, Motijheel Commercial Area,  
Dhaka-1000.

LEGAL ADVISER : M/S. HAQUE ASSOCIATES  
11/1, Salimullah Road  
Mohammadpur, Dhaka-1207.

BANKERS OF THE COMPANY : a) Janata Bank  
Janata Bhaban Corporate Branch  
110, Motijheel C/A., Dhaka.  
b) BANQUE INDOSUEZ  
147, Motijheel Commercial Area,  
Dhaka-1000.

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	Signature
MR. SULTAN RASHID	sd/-
MR. MUSTAQUE ALAM CHOWDHURY	sd/-
MR. MURSHED ALAM CHOWDHURY	sd/-
MR. KHAIRUZZAMAN CHOWDHURY	sd/-
MRS. SHAMIMARA CHOWDHURY	sd/-
MR. KAMRUDDIN WALIYANY	sd/-
MR. SOHAIL RASHID	sd/-

Dated: .....

**DYNAMIC TEXTILE INDUSTRIES LIMITED  
APPLICATION FORM FOR SHARES**

(Before completion please read instructions overleaf)

The Directors, Dynamic Textile Industries Limited 12-13, Motijheel Commercial Area, Rahman Chamber (1st Floor) Dhaka - 1000 Bangladesh.	Bank name & code	Date
	Branch name & code	
	Application number	
	DSE Member number	
	Division	

Dear Directors,

I/We apply for and request you to allot me/us the following number of 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 allotted to me/us pursuant to this application and to send allotment letter in respect thereof and/or a crossed (account payable only) cheque in respect of any application money returnable by post at my/our risk to the first applicant's address stated below:

1. No. of shares : ..... 2. Amount in Taka : .....

3. Amount of Tk. (in figures) ..... (Taka in words) .....  
only deposited vide cash/cheque/draft/pay order no. ....  
Dated: ..... on ..... Bank ..... Branch .....

4. I/We agree to fully abide by the instructions printed overleaf.

5. Name and address:  
(a) Sole/first applicant  
Mr./Ms. ....  
Father/Mother/Husband's name .....  
Postal address .....  
Occupation .....  
Nationality .....  
Passport/ID No. (if any) .....

(b) Second applicant  
Mr./Ms. ....  
Father/Mother/Husband's name .....  
Postal address .....  
Occupation .....  
Nationality .....  
Passport/ID No. (if any) .....

6. Specimen signature (s):  
Name (in Block) ..... Signature .....

**Banker's acknowledgement**

Certified that this bank has received Tk. ....  
(Taka ..... ) only in Cash/by  
Cheque/Draft/Pay Order from Mr./Ms. ....  
being application money for shares of  
Dynamic Textile Industries Limited.

Bank Code : Authorised signature .....  
Branch Code : Name and designation .....  
Branch Application : Bankers' Sl. No. ....  
Serial Number : Bank/Branch .....  
Date .....

SEAL

**INSTRUCTION**

- All information must be typed or written (in full in block letters) in English or in Bengali and should not be abbreviated.
- Application must be made on the company's printed form/photocopy/handwriting thereof.
- Application must not be less than for 20 shares value of Tk. 2000/-.
- Remittance for the full amount of the shares 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 DYNAMIC TEXTILE INDUSTRIES 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.
- 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.
- An applicant can submit not more than two applications, one in his own name and another jointly with another person.
- 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.
- Refund will be made through "Account Payee" cheque.
- Allotment shall be made solely in accordance with the Instructions of the Securities and Exchange Commission.
- Making of any false statement in the application or wilful supply of incorrect information therein will make the applicant(s) liable to legal action.  
Application which do not meet the above requirements or applications which are incomplete shall not be entertained.

**BANKERS TO THE ISSUE**

- JANATA BANK:** Dhaka - Local Office, Foreign Exchange Corporate Branch, Imamganj Corporate Branch, Chittagong-Laidighi East Corporate Branch, Khulna-K. D. Ghose Road Corporate Branch, Rajshahi Main Branch and Sylhet Corporate Branch.
  - SONALI BANK:** Dhaka - Dilkusha C/A, Ramna, Sadarghat, Chittagong-K. C. Dey Road, Khulna, Rajshahi and Sylhet.
  - INVESTMENT CORPORATION OF BANGLADESH:** Dhaka Head Office, Chittagong, Rajshahi, Khulna, Sylhet and Barisal.
  - INTERNATIONAL FINANCE INVESTMENT & COMMERCE BANK LIMITED:** Dhaka - Dhanmondi, Federation Branch, Shantinagar, Chittagong, Khulna and Rajshahi.
  - THE CITY BANK LIMITED:** Dhaka - Principal Office, Gulshan Branch, Imamganj and Chittagong.
  - ARAB-BANGLADESH BANK LIMITED:** Dhaka - Principal Branch, Karwan Bazar, Motijheel, Agrabad Chittagong, Sylhet Modhuban Branch, Rajshahi, Khulna and Barisal.
- MANAGER TO THE ISSUE: SAUDI-BANGLADESH INDUSTRIAL AND AGRICULTURAL INVESTMENT COMPANY LIMITED (SABINCO)

**THE COMPANIES ACT, 1913  
(ACT VII OF 1913)****PUBLIC COMPANY LIMITED BY SHARES****Memorandum of Association**

OF

**DYNAMIC TEXTILE INDUSTRIES LIMITED**

- The name of the Company is "DYNAMIC TEXTILE INDUSTRIES LIMITED"
- The registered office of the Company will be situated in Bangladesh.
- The objects for which the Company is established are as follows

- To promote, establish and construct textile and cotton spinning, weaving and finishing mills in Bangladesh and to undertake all other businesses in connection therewith.
- To carry on the business of spinners, weavers, manufacturers, ginners, packers, and balers of cotton, jute, hemp, silk, artificial silk, wool and any other fibrous materials and the cultivation thereof and the business of weaving, knitting or otherwise manufacturing, bleaching, printing and selling yarn, hosiery, cloth, linen and other goods and fabrics whether textured, netted or lopped and of buying, selling and dealing in cotton and other fibrous materials, yarn, cloth, linen, hosiery and other goods or merchandise made thereof, and doublers, linen manufacturers, cotton, flax, hemp, silk, wool, artificial silk, yarn and cloth merchants, bleachers and dyers, makers, vit-

riol, bleaching and dyeing materials and to transact all manufacturing or currying and preparing process and merchantile business that may be necessary or expedient and to purchase and vend raw materials and manufactured articles.

- To weave, or otherwise manufacture, buy, sell, import, export, stock and deal in cloth and textiles of all kinds, categories and descriptions and fabrics of all other classes, whether textile felted, netted or lopped.
- To purchase, comb, prepare, spin, dye and deal in cotton, flex, hemp, wool, silk rayon, nylon and other fibrous substances whatsoever and to establish any mills for such purposes.
- To carry on business as manufacturers of and dealers in textile and cotton materials and fabrics, pauplins, linoleum, floor cloths and imitation leather, rubber or plastic cloths of all kinds and varieties whatsoever.
- To erect, maintain, alter, extend building, factories, mills, godowns, staff quarter, office room, showrooms and to purchase plant and machinery for the purpose of ginning, spinning, weaving, combing, preparing, manufacturing, bleaching, dyeing, mercerising printing or otherwise working any of the the fabrics, and materials and to erect, maintain, alter, extent and purchase mills, factories, warehouses, engine houses, dwelling house for employees, tanks, chawlas and other building on any land purchased, leased or otherwise acquired by the Company or for any of the purposes connected with the business of the Company.
- To sell or dispose of machinery, fibres, materials and all articles and things belonging to the Company and also all the products thereof either for cash or on credit and either for immediate or future delivery and to send the same for sale to any place that may be deemed expedient.
- To sell, exchange and repurchase, mortgage, letout on hire, cultivate or otherwise deal with land, buildings, machineries, plants equipments and materials and other things necessary or useful for the purpose of the company and also to purchase, vend or contract for the purchase and sale, for immediate or future delivery and either for cash or on credit, of cotton, polestar, nylon, rayon, silk, artificial silk, jute, cotton, hemp, flex, yarn, cloth, cotton seed and its by-products, waste of various fibrous articles and of other materials, iron & steel metals and all stores and minerals, dyes, chemicals and things necessary and useful for ginning, preparing, combing, carding, spinning, weaving, manufacturing, dyeing, printing, mercerising bleaching purpose and also metals stores and other articles and things for the use of any invention/licence or for the exercise of any methods or processes useful for the company's business and all other products of the company.
- To enter into any arrangement with the Govt. of Bangladesh or any local authority public or municipal, Railway or otherwise or with any person/persons, firm/firms, company/companies, etc. that may seem conducive to the company's business/objects/or any of them and to obtain from any such Govt. or authorities or persons, firms, companies, etc. any rights, privileges and concessions which the company may think desirable to obtain and to carry out, exercise, and comply with any such arrangements, rights privileges and concessions and dispose of or turn to account the same.
- To carry on all or any of the business of importers and exporters, indentors, agents of raw materials and articles required for Textile Mills or all kind of Textiles, yarn, cloths, goods manufactured thereof and hosiery mills, factory, handloom industries or products and to establish and maintain showrooms for these purposes.
- To establish and conduct agencies and branches in Bangladesh or in any parts of the world for the purposes of the company.
- To open and operate current, deposit, overdraft, cash credit accounts with any Bank/Banks at any places as the company deem necessary & expedient.
- To create provident fund for the employees of the company and to provide welfare of the persons in the employment of the company and their wives, widows, families, dependents or relatives of such persons by grant of money, pensions or other payments and by providing or subscribing towards places of instructions recreations and hospitals, dispensaries, medical or other assistances as the company shall think fit and to form, subscribe to or otherwise grant loans, scholarships or other facilities to the students of textile technology and to assist any benevolent, religious, scientific, national or other institutions or subjects which shall have any moral or other claims to support or aid by the Company by reasons of the locality of its operations.
- To promote, conduct, manage, contribute to or otherwise assist any agreement for sharing profits, or other schemes for the benefit of the employees of the Company and to pay gratuity, pension, bonus, extra remuneration or compensations of any kind to any contractors, officers, servants or workers or other employees of the Company as the Company may from time to time think fit.
- To pay all costs, charges, expenses, incurred or sustained in or about the promotion and establishment of the Company or which the Company shall consider to be preliminary expenses including the cost of advertising commission underwriting commission, brokerage, printing, stationery, legal expenses, attendant upon the formation of the Company, agencies, branches and Local boards.
- To apply for and take out, purchase or otherwise acquire any monopolies, concessions, licences, privileges, patent rights, inventions, trade marks, copy rights or secret processes which may be useful for the Company's objects or any of these and to work or dispose of or grant licences to use them.
- To create Depreciation Fund, Reserve Fund, Sinking Fund, Insurance Fund, Dividend Fund, Equalisation Fund, or any other special Fund whether for depreciation or for repairing works, improving, extending or maintaining of any of the property of the Company or for any other purposes.
- To purchase, take on lease or in exchange or otherwise acquire, erect, maintain, construct or reconstruct, repair renovate, or adopt movable or immovable property including land, building, bungalow, labour-lines, quarters, office, chawlas, mosque, school, hospital, dispensaries, canteen, recreation rooms, clubs, warehouses, godowns, erection of workshop, mills, factories, machineries, spindles, looms, presses, engines, tools, accessories, appliances, equipments, articles, and all things found necessary for the purposes of the company as may be necessary and expedient for improving, adding or altering, repairing, and maintaining the building plants, and machineries and other property of the company and to sell, mortgage, or let out on hire all or any portion of the property of the company as may be thought desirable.
- To purchase, sale or do business of timber, rice, paddy, salt, sugar, diesel oil and other necessities of life for the benefit of the employees of the company and to carry on business of carriers by land, road or by water, ware-houses, or any other business which the company think proper and profitable and to transact all merchandise business that may be necessary or expedient.
- To amalgamate with or accept stock, shares, bonds, debentures, securities, of any other companies in payment or part payments of any services rendered or for any sale made to or debt owing from any such company or persons or firms.

21. To enter into partnership or joint venture or technical assistance agreement or any arrangements for sharing profit or otherwise with persons or company whether incorporated or not incorporated and whether domiciled in Bangladesh or elsewhere, carrying on or engage in any business capable of being carried on so as to directly or indirectly to the benefit of the company and to advance money or guarantee the contract of or against any such persons or company or firms and to take or otherwise acquire shares, securities of any such companies, persons, firms etc. and to sell, hold, re-issue with or without guarantee or otherwise deal with the same.

22. To form and incorporate any company/companies having its or other objects, the acquisition of all or any of the assets or control or management or development of the company or any other objects which in the opinion of the company could directly or indirectly assist the company in the management of the properties and to pay all or any of the cost and expenses incurred in connection with any such promotion and incorporation and to remunerate any person or company in any manner the company think fit for services rendered/to be rendered in obtaining subscription for or for guaranteeing the subscription of or placing of any share in the capital of the company or any bonds debentures, debenture stock, securities of any company held or owned by the company or in which the company may have an interest or in or about the formation or promotion of the company in which the company may have an interest.

23. To distribute all or any of the profit or property of the company amongst the members of the company in specie or kind but no distribution amounting to reduction of capital be made without the sanctions of Court.

24. To make, draw, accept, discount, execute, negotiate, and issue cheques, promissory notes, hundies Bills of exchange, Bills of lading, warrants, debenture or securities.

25. To invest or deposit the money of the company upon such securities or in such manner as may from time to time be decided.

26. To borrow, raise money in such manner as the company shall think fit and in particular by the issue of debenture, debenture stock, perpetual or otherwise, charged upon all or any of company's property (both present/future), including its uncalled capital and to mortgage pledge and hypothecate any part of its assets, rights or other interests as security therefor and to apply the same or any part thereof for all or any of the purposes of the Company.

27. To advance money or give credit to such persons/firm/company on such terms & conditions as may seem expedient and particularly to customers or other persons having dealings with them and to give guarantee for any such person/firm or company as the Company think fit.

28. To establish Branches/Agencies for the purposes of purchase and sale of goods of all descriptions from within Bangladesh or in any part of the world.

29. To transact and carry on all kind of agency or indenting business and to act as representative, managing agents, managers, secretaries of any company or corporation in Bangladesh or Foreign countries.

30. To manage, let, mortgage, sell, underlet or otherwise turn to account, dispose of or deal with all or any part of the immovable property of the company whenever and however acquired.

31. To subscribe or guarantee money for any national, charitable, benevolent, political, public, general or useful objects or for any exhibition specially of textile goods.

32. And generally to do and perform all such other acts and things as may be incidental or conducive to the attainment of the above objects.

33. To do all or any of the above quoted objects or things either as principals, agents, contractors/trustees or otherwise and by and through trustees, agents or otherwise either alone or with others.

And it is hereby declared that the word "Company" save when used in reference to this company in these clauses shall be deemed to include any partnership or other body persons whether incorporated or not incorporated and whether domiciled in Bangladesh or elsewhere.

IV. The liability of members is Limited.

V. The Share Capital of the company is Tk 100,00,00,000.00 (Taka One Hundred Crore) divided into 1,00,00,000 (One Crore) Ordinary shares of Tk 100/- (Taka One Hundred) each with power to the company to increase or reduce the said capital and to issue any parts of its capital original or increased with or without any preference, priority or special rights, privileges or subject to any postponement of rights or to any conditions or restrictions unless otherwise expressly declared, shall be subject to the power herein contained. Subject to the policy of the Government of Bangladesh, the shares may be offered to and the shares may be subscribed by foreign nationals and/or foreign corporations with such powers and rights as may be allowed as per policy or the permission of the related departments of the Government of Bangladesh.

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

Names Address, Descriptions and Nationality of Subscribers	Number of Shares taken by each subscriber	Signature of the subscribers	Name Address and description of witness
1. Mr. Mustaque Alam Chowdhury House No.11, Road No.10, Dhanmondi Residential Area DHAKA-1205 Business, Bangladeshi	1000		
2. Mr. Kamruddin Waliyany B-3, Siddheswari Apartments 52, Siddheswari Road DHAKA Business, Bangladeshi	500		
3. Mr. Manzur Alam House No. 2, Road No.19 Section IV, Uttara Model Town DHAKA Business, Bangladeshi	500		
4. Mr. Murshed Alam Chowdhury House No.11, Road No.10, Dhanmondi Residential Area DHAKA-1205 Business, Bangladeshi	1		
5. Mrs. Shamimara Chowdhury House No.11, Road No.10 Dhanmondi Residential Area DHAKA-1205 Business, Bangladeshi	1		
6. Mrs. Saima Begum House No. 11, Road No.10 Dhanmondi Residential Area DHAKA-1205 Business, Bangladeshi	1		
7. Mr. Korbani Ali Waliyany "Cahayaneer" 13, Love Lane, Chittagong Business, Bangladeshi	1		

Total 2004 (Two thousand four share) only

Dated, the ..... day of ..... 1998