

গণপ্রজাতন্ত্রী বাংলাদেশ সরকার

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# ARTICLES OF ASSOCIATION OF

Bangladesh Telecommunications Company Limited (BTCL)  
Annexure-A

Regd. No. C-71846(5352)/08

Accepted as new Articles of Association  
From .....01.....to .....187.....adopted  
vide Special Resolution dt. 22-06-2009



1799

গণপ্রজাতন্ত্রী বাংলাদেশ সরকার

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বিশ টাকা

১৭/৯/০৯  
১. তপস্বী

ৱ ৮০২৩৫১৭

রেজিস্টার্ড অফিসিয়ার দ্বারা  
কোম্পানী আইন ও কোম্পানী  
অধিদপ্তর, ঢাকা, বাংলাদেশ  
- 1 SEP 2009  
গ্রহণের তারিখ  
ডায়েরী নং

Issue No. ৩৪৫৬

Authorized Capital: Fifteen Thousand Crore

MEMORANDUM OF ASSOCIATION  
OF

Bangladesh Telecommunications Company Limited (BTCL)

Registrar of Joint Stock Companies  
অধিদপ্তর নকল  
প্রত্যয়ন করা হল  
তারিখ: ১৭/৯/০৯  
সহকারী রেজিস্ট্রার  
জয়েন্ট স্টক কোম্পানী আইন মার্মস  
বানিজ্য মন্ত্রণালয়  
লেবক ও পাটকা

Latest version

22-6-2009

**ARTICLES OF ASSOCIATION**  
**THE COMPANIES ACT, 1994**  
(Act No. XVIII of 1994)

**BANGLADESH TELECOMMUNICATIONS COMPANY LIMITED (BTCL)**



**THE COMPANIES ACT, 1994**

(Act No. XVIII of 1994)

**BANGLADESH TELECOMMUNICATIONS COMPANY LIMITED (BTCL)**

**A PUBLIC COMPANY LIMITED BY SHARES**

**ARTICLES OF ASSOCIATION**

**PRELIMINARY**

The Regulation contained in the Schedule-1 of the Companies Act, 1994 shall apply to the company so far as the same are not excluded herein whether expressly or by implication.

**INTERPRETATION**

1. In these Articles unless there is anything repugnant in the subject or context inconsistent therewith:

(a)“**Act**” means the Companies Act, 1994 (Act No. XVIII of 1994) and includes any other law relating to companies for the time being in force in Bangladesh.

(b)“**Alternate Director**” means the director for the time being of the Company.

(c)“**Board of Directors**” or the” Board” means the Board of Directors for the time being of the Company.

(d)“**Chairman**” means the Chairman of the Company for the time being.

(e)“**Company**” means Bangladesh Telecommunications Company Limited (BTCL).

(f)“**CDBL**” means the Central Depository Bangladesh Limited formed to carry on the functions of a depository under the Depository Act,1999( Act No. VI of 1999).

(g)“**Directors**” means the Directors including the Managing Director for the time being of the Company or the Directors including the Managing Director assembled at the Board or Board Meeting.

(h)“**Secretary**” means a person appointed as Secretary of the Company under the Act its official engaged for the purpose.

(i)“**Government**” means the Government of the People’s Republic of Bangladesh.

(i)“**Dividend**” includes Bonus shares.



(k)“**In writing**” or “**Written**” shall include printing lithography and any other mode of representing or reproducing word in a visible form.

(l)“**Month**” means English calendar month

(m)“**Office**” means the Registered office for the time being of the Company.

(n)“**Proxy**” includes attorney duly constituted appointed under an instrument of Proxy, power of attorney or other authority in writing and such constituted attorney need not be a member of the Company.

(o)“**Register**” means the Register of members to be kept pursuant to the Act.

(p)“**Registrar**” means the Registrar of Joint Stock Companies, Bangladesh.

(q)“**Seal**” means the Common Seal of the Company.

(r)“**SEC**” means the Securities and Exchange Commission

(s)“**These Presents**” means these Articles of Association as originally framed and / or as altered from time to time.

And words importing masculine gender only shall include feminine gender and vice versa. Words importing persons shall include corporate bodies. Words importing the singular number shall include the plural number and vice versa.

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

Marginal 2 A. The Marginal Notes hereto shall guide the construction hereof.  
Notes

## PUBLIC COMPANY

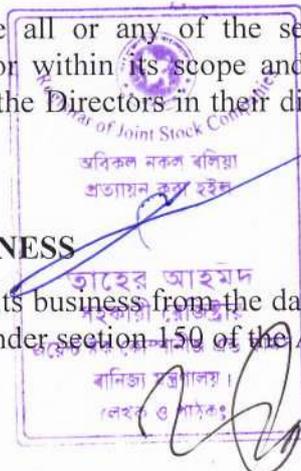
- 3 Company is a Public Limited, within the meaning of clause (r) of section 2 (1) of the Act.

## BUSINESS

4. The Business of the Company shall include all or any of the several objects expressed in the Memorandum of Association or within its scope and meaning all matters incidental thereto or any one of them as the Directors in their discretion shall think fit.

## COMMENCEMENT OF BUSINESS

- Commencement of Business 5. The company shall be entitled to commence its business from the date of issuance of certificate of commencement of business under section 150 of the Act.



## SHARE CAPITAL

- Share Capital 6. The Authorized share capital of the Company is Taka 15,00,000,00,000.00 (Taka fifteen thousand crore) divided into 150,00,00,000.00 (One hundred fifty crore) shares of Taka 100.00 (Taka one hundred) each with power to increase or reduce the share capital for the time being and to divide, sub divide and consolidate the shares in the capital of the Company into several classes or stocks and attached thereto respectively such preferential, qualified, deferred or special rights or privileges or conditions and as may be determined by the Company in General Meeting and vary, modify or abrogate such right privileges or conditions and also to issue shares of higher or lower denominations.
- Register Members 7. Any issue of share capital or debenture will be subject to condition set by the SEC if any.
8. The Company shall cause to be kept a Register of members and an index of Members in accordance with the Act, 1994.
- Inspection 9. The Register of Members and the index of Members shall be open to inspection of members gratis and on payment of Taka 100 for each inspection, any such Member or person may take extracts there from.
- Company shall send extracts of Register of Members on request 7. The Company shall send to any member on request extracts of the Register of Members or of the list and summary required under the Act on payment of fifty paisa for every hundred words of fractional part thereof The Extract shall be sent within a period of ten days exclusive of non working day and days on which the transfer books of the Company are closed commencing on the day next after the day on which the members request is received by the Company.
- Restriction on allotment 9. Subject to the Provisions of the Act and these presents the shares in the capital of the Company for the time being including any shares forming part of any increased capital of the Company, shall be under the control of the Directors who may allot or otherwise dispose of the same or any of them to such persons in such proportion and on such terms and conditions and including preference shares and / or shares with restricted voting rights and either at a premium or at par or subject to compliance with the provision of Section 153 of the Act at a discount and at such time as they may from time to time think fit



Minimum  
Subscription

10.1. The Minimum subscription upon which the Directors shall proceed with allotment of shares shall be Taka 20,000.

Directors may  
allot share as  
fully paid up  
or partly paid

10.2. Subject to the provisions of the Act and these presents, the Directors may allot and issue share in the capital of the Company as full payment or part payment for any property sold or goods transferred or machinery supplied or for services rendered to the Company and any share which may be so allotted may be issued as fully paid up or partly paid up shares and if so issued shall be deemed to be fully paid up shares or partly paid up shares.

Company only to  
recognize shares  
of the registered  
holders

11. Save as herein otherwise provided and subject to the provisions of the Depository Act 1999 and any other law for the time being in force, the company shall be entitled to treat the person whose name appears on the Register of Members as the holder of any share as the absolute owner thereof and accordingly shall not except as ordered by a court of competent jurisdiction or as by law required be bound to recognize any benami, trust or equity or equitable contingent or other claim to or interest in such share of part of any other person whether or not it shall have expressed or implied notice thereof.

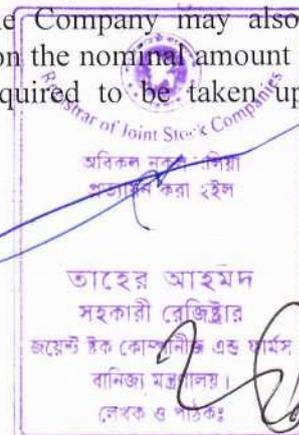
Company's  
funds

12. Except to the extent allowed by section 58 of the Act no part of the funds of the Company shall be employed in the purchase of as lien on the security of the shares of the Company

## UNDERWRITING COMMISSION AND BROKERAGE

Commission  
for placing  
shares,  
debentures or  
stocks

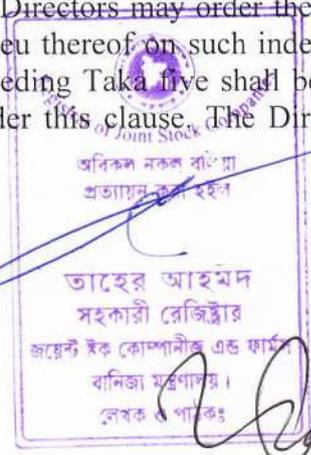
13. The Company may Subject to any restrictions by the SEC or section 152 of the Act at any time pay a commission to any person for subscribing or agreeing to subscribe whether conditionally for any shares debentures or debenture stock of the Company or procuring or agreeing to procure subscriptions, whether absolute or conditional for any shares debenture stock of the Company and the amount or rate of initial underwriting commission shall not exceed 2 1/2 % of the price at which the shares debentures stocks are issued or sold. The Company may also pay an additional or extra commission at 2 1/2 % on the nominal amount of share, debenture stocks actually taken up or required to be taken up by the underwriters. The company may also



pay brokerage not exceeding 1 % of the price of the share, debenture or debenture stock actually sold through brokers. The commission or brokerage may be paid or satisfied subject to the provisions of the Act, either fully or partly in cash or in shares, debentures or debenture stock of the Company.

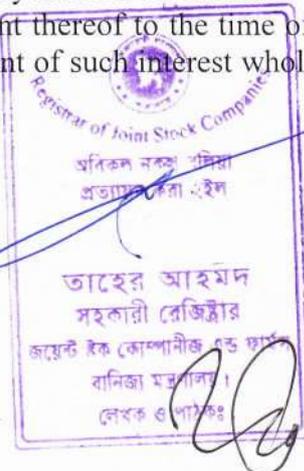
### CERTIFICATES

- Certificate of Shares
14. The certificate of title to share shall be issued under the seal of the Company and shall bear the signatures of the Managing Director and one Director or the Managing Director and the Secretary as authorized by the Board. It shall be a condition of issue of the share that that certificates of such shares shall be ready for delivery within three months of the allotment or transfer of such shares, as the case may be, unless the conditions of issue of the shares otherwise provide. If Shares of the Company are dematerialized and registered through the records of the Depository then no share certificates need be issued.
- Members right to Certificate
15. Every member shall be entitled, without payment to one certificate for all the share of each class or denomination registered in his name or if the Director so approve, upon paying such fee or fees as the Directors may from time to time determine or at the discretion of the Director without payment of fees, to several certificates for one or more shares of each class
- Every certificate of shares shall specify the number and denoting numbers of the shares in respect of which it is issued and the amount paid thereon and shall be in such form as the Directors shall prescribe or approve. Where a member has transferred a part of the share comprised in his holding he shall be entitled to a certificate for the balance without charge. The certificate to shares registered in the name of two or more persons shall be delivered to the person first named on the register.
- As to issue of New certificate in place of one defaced, lost or if destroyed
16. If any certificate be worn out, defaced or rendered useless for any cause whatsoever then upon production thereof the Directors may order the same to be cancelled and issue new certificate(s) in lieu thereof on such indemnity as the Directors deem adequate A sum not exceeding Taka five shall be paid to the Company for every certificate issued under this clause. The Directors in their discretion may waive such fee.



## CALLS

- Calls 17. Subject to any requirement of the Depository law if the shares of the Company are dematerialized, the Directors may from time to time make such Calls as they think fit upon the members in respect of all moneys unpaid on the shares held by them and not by the conditions of allotment thereof made payable at fixed times and each member shall pay the amount of every call so made on him to the person and at the time and place appointed by the Directors. A call may be made payable by installments.
- Calls to date from resolution 18. A call shall be deemed to have been made at the time when the resolution of authorizing such call was passed and may be made payable by members on the register of Members, on such date or at the discretion of the Directors on such subsequent date as shall be fixed by the Directors.
- Notice of Call 19. Not less than twenty-one days notice of every call shall be given specifying the time of payment provided that before the time for payment of such call the Directors by notice in writing to the members may revoke the same.
- Director may extend time 20. The Director may from time to time, at their discretion, extend the time fixed for the payment of any call.
- Amount payable at fixed time or by installments as Calls 21. If by the terms of issue of any share or otherwise any amount is made payable at any fixed time or by installments at fixed time whether on account of the amount of the share or by way of premium every such amount or installments shall be payable as if it were a call duly made by the Directors and of which due notice has been given and all the provisions herein contained in respect of calls shall relate to such amount or installment accordingly.
- When interest on call or installment Payable 22. If the sum payable in respect of any call or installment be not paid on or before the day appointed for payment thereof, the holders for the time being or allotted of the share in respect of which a call shall have been made or the installment shall be due, shall pay interest on the same at such rate as the Directors consider for the payment thereof to the time of actual payment but the Directors may waive payment of such interest wholly or in part.



Payment in anticipation of calls may carry interest

23. The Directors may, if they think fit receive from any member willing to advance the sum, all or any part, of the moneys due upon the shares held by him beyond the sums actually called for and upon the moneys so paid advance or so much thereof exceeds the amount of the call then made upon the shares in respect which such advance has been made, the Company may pay interest at such rate per annum to the number paying such sum in advance as the Directors agree upon and the Directors may at any time repay the amount so advance upon giving to such number a notice in writing.

### FORFEITURE, SURRENDER AND LIEN

If call or installment not paid notice must be given

24. If any member fails to pay the whole or any part of any call or installment or any money due in respect of any shares either by way of principal or interest on or before the day appointed for the payment of the sum, the Directors may at any time thereafter during such time as the call or installment or any part thereof or other moneys remain unpaid or a judgment or decree in respect thereof remains unsatisfied in whole or in part serve a notice on such member or on the person.

Form of Notice

25. The notice shall name a day not being less than fourteen days from the date of the notice on which such call or installment or such part or other moneys as aforesaid and such interest and expenses are to be paid. The notice shall also state that in the event of non- payment at or before the time at the place appointed, the share in respect of which the call was made or installment is payable will be liable to be forfeited.

Default of payment be forfeited

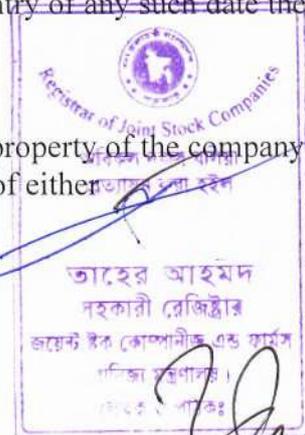
26. If the requisitions of any such notice as aforesaid are not complied with any or the shares in respect of which such notice has been given may at any time thereafter before payment of all calls or installments, interest and expenses or the money due in respect thereof be forfeited by a resolution of the Directors. Such forfeiture shall not include dividends declared in respect of the forfeited shares and not actually paid before the forfeiture.

Entry of forfeiture on register of members

27. When any share shall have been so forfeited, ~~entry of any such date thereof~~ shall be made in the Register of Members.

Forfeited shares to be property of the Company and may be sold etc.

28. Any shares so forfeited shall be deemed to the property of the company and may be sold, re- allotted or otherwise disposed of either



to the original holder thereof or to any other person upon such terms and in such manner as the Directors shall think fit Etc.

Power to annul forfeiture

29. The Directors may at any time before any share so forfeited shall have been sold, re allotted or otherwise disposed of annul the forfeiture thereof upon conditions as they think fit.

Shareholder still liable to money

30. Any member whose shares have been forfeited shall notwithstanding be liable to pay and shall forthwith pay to the Company all calls, installments, interest, expenses and other money upon or in respect of such shares at the time of the forfeiture together with interest thereon from the time of the forfeiture until payment at such rate not exceeding 10 percent per annum or as the Directors may determine and the Directors may enforce the payment of the whole or a portion thereof, if they think fit, but shall not be under any obligation to do so.

Company's lien on shares

31. The Company shall have no lien on its fully paid shares. In the case of partly paid up shares, the company shall have a first and paramount lien only for all moneys called or payable at a fixed time in respect of such shares, unless otherwise agreed. The Directors may at any at any time declare any share to be wholly or in part exempt from the provision of this clause.

As to enforcing

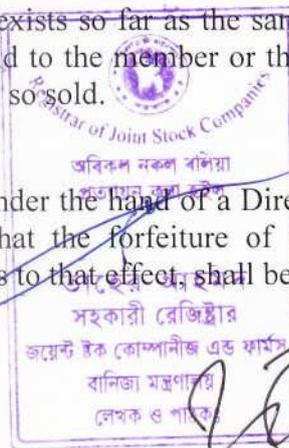
32. For the purpose of enforcing such lien the Directors may sell the shares under lien by sale subject thereto in such manner as they think fit, but no sale shall be made unless sum in respect of which the lien exists is payable and until notice in writing of the intention to sell shall have been served on such member or the person, if any entitled by transmission to the shares and default shall have been made by him in payment of the sum presently payable for seven days after such notice.

Application of proceeds of sale

33. The net proceeds of any such sale after payment of the cost of such sale shall be applied in or towards the satisfaction of the debt or liability in respect whereof the lien exists so far as the same is presently payable and the residue, if any, be paid to the member or the person, if any entitled by transmission to the shares so sold.

Certificate of Forfeiture

34. A certificate in writing under the hand of a Director that the call in respect of a share made, and that the forfeiture of the share was made by a resolution of the Directors to that effect shall be conclusive



evidence of the fact stated therein as against all persons entitled to such shares.

Title of purchase  
and allotted  
forfeited share

35. The Company may receive the consideration, if any, given for the share on any sale, re-allotment or other disposition thereof and the person to whom such share is sold, re-allotted or disposed of may be registered as the holder of the share and shall not be bound to see to the application of the consideration, if any, and his title to the share shall not be affected by any irregularity or invalidity in the proceedings in reference to forfeiture, sale, re-allotment or other disposal of the share. The Directors shall issue, even if the certificate hereof has not been delivered to the Company by the former holder of said shares, a new certificate for such shares.

### TRANSFER AND TRANSMISSION OF SHARES

CDBL to  
Apply

36. Upon issue of shares to the public and listing in the Stock Exchange, the SEC and Stock Exchange Regulations relating to demitting the shares and transferring shares through CDBL shall apply. Until then the following regulations shall apply to transfer of shares.

Register of  
Members

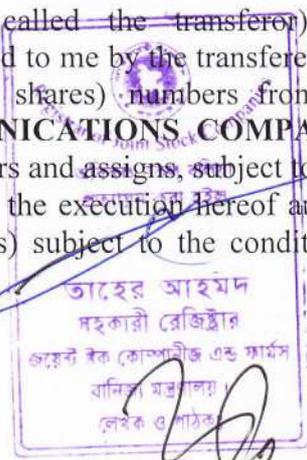
37. The Company shall keep a book to be called the 'Register of Transfer' and therein shall fairly and distinctly enter the particulars of every transfer or transmission of any share.

Form of Transfer

38. The instrument of transfer of any share shall be in writing in the usual common form or in the following form or as near thereof as circumstances will admit: -

### BANGLADESH TELECOMMUNICATIONS COMPANY LIMITED (BTCL)

I..... (hereinafter called the transferor) of (address of the transferor) in consideration of the sum of Taka paid to me by the transferee do hereby transfer to the transferee..... share(or shares) numbers from in the under taking called the **BANGLADESH TELECOMMUNICATIONS COMPANY LIMITED** to held unto the transferee, his 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 (or shares) subject to the conditions aforesaid.



As witness our hands the..... day of..... 200.

TRANSFEROR (S)

TRANSFEEE (S)

WITNESS:

WITNESS:

The Directors may from time to time alter or vary the form of such transfer.

Instrument of transfer to be deposited in the registered office shares

39. Every Instrument of transfer shall be left at the registered office of the Company for registration accompanied by the certificate of the shares to be transferred and such other evidence as the Directors may require to prove title of the transferor or his right to transfer the shares, the transferee shall, be registered as a member in respect of such. shares. The Directors may waive the production of any certificate upon evidence satisfactory to them of its loss or destruction or otherwise.

To be executed transferor and transferee

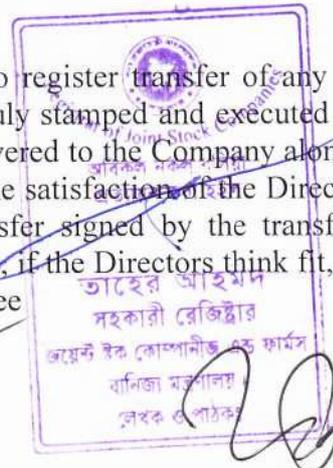
40. Every such instrument of transfer shall be signed by both the transferor and transferee and the transferor shall be deemed to remain the holder of such share until the name of the transferee is entered in the Register of Members in respect thereof

Director may Refuse to register transfer

41. The Directors may at their discretion decline to register or acknowledge any transfer of share other than fully paid up shares upon which the company has a lien or whilst any member executing the transfer is either alone or jointly with any other person or persons indebted to the Company on any account whatsoever or whilst any money of the shares intended to be transferred or any of them remain unpaid. Such refusal shall not be affected by the fact that proposed transferee is already a member. The registration of a transfer shall be conclusive evidence of the approval by the Directors of the transfer.

42. No transfer shall be made to an infant, or person of unsound mind but transfer can be made to any corporate body.

43. It shall not be lawful for the Company to register transfer of any shares unless the proper instrument of transfer duly stamped and executed by the transferee and the transferee has been delivered to the Company along with the script provided that if it is proved to the satisfaction of the Directors of the Company that an instrument of transfer signed by the transferor and transferee has been lost, the Company may, if the Directors think fit, on the application in writing made by the transferee



and bearing the stamp required by an instrument of transfer, register the transfer on such terms as to indemnity as the Directors may think fit.

44. If the Company refuses to register the transfer of any shares, the Directors shall within six weeks from the date on which the instrument of transfer is lodged with the company, send to the transferee and the transferor notice of the refusal.

45. Nothing in clause 43 shall prejudice any power of the Company to register as shareholder any person to whom the right to any share has been transmitted by operation of law.

Custody of transfer

46. The instrument of transfer shall after registration be retained by the company and shall remain in their custody. All the instruments of transfer which the Directors may decline to register shall on demand be returned to the persons depositing the same. The Directors may cause to be destroyed all transfer deeds lying with the Company after such period as they may determine.

Registration of entitlement to shares otherwise than transfer

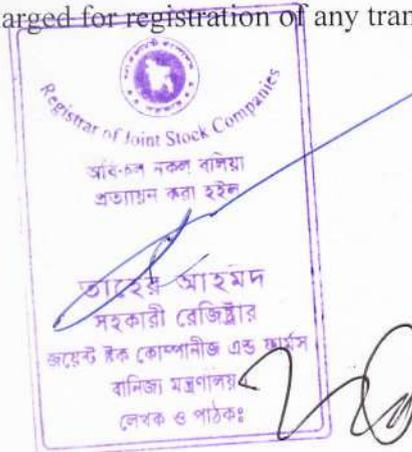
47. Any person becoming entitled to any share in consequence of the death, lunacy, bankruptcy or insolvency of any member or by any lawful means other than by a transfer in accordance with these presents may, with the consent of the Directors, upon producing such evidence that he sustains the character in respect of which he proposes to act under this Article or of his title as the Directors shall require, either be registered as a member in respect of such shares or may subject to the regulation as to transfer in these presents therein before contained transfer such shares to some other person.

Board may require evidence of transmission

48. Every transmission of a share shall be verified in such manner as the Directors may require and the Company may refuse to register any transmission until the same be so verified or unless an indemnity be given to the Company with regard to such registration which the Directors at their discretion shall consider sufficient provided that there shall not be any obligation on the company or the Directors to accept any indemnity.

Fee on transfer or transmission

49. No fee shall be charged for registration of any transfer of shares.



Not liable for any  
disregard of a  
notice

50. The Company shall not be liable for giving effect to any transfer of shares made or purporting to be made by the apparent Legal owner thereof, as shown or appearing in the Register of Members, to the prejudice of persons having or claiming any equitable right, title or interest in the same shares notwithstanding that the Company may have/had notice of such equitable right, title or interest or notice prohibiting registration of such transfer, and may have entered such notice referred thereto in any book of the Company and the Company shall not be bound or required to regard or attend or give effect to any notice which may be given to them of any equitable right, title or interest or be under any liability whatsoever for refusing or neglecting so to do, though it may have been entered or referred to in some book of the Company but the company shall nevertheless be at liberty to regard and attend to any such notice and give effect thereto, if the Directors shall so think fit.

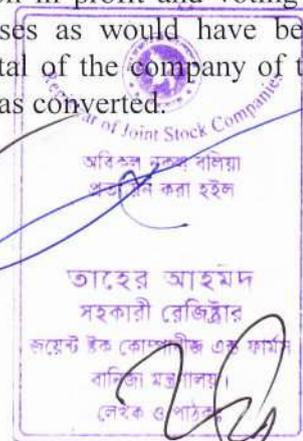
51. The Directors shall have power on giving seven days notice by advertisement as required by section 42 of the Act, to close the transfer books of the Company for such period or periods of time not exceeding in the whole 45 days in each year but not exceeding 30 days at a time.

### CONVERSION OF SHARES INTO STOCK

Conversion of  
share stock and  
re-conversion

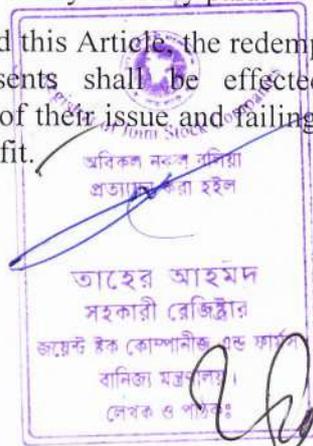
52. The Directors with the sanction or resolution of the Company in General Meeting may convert any paid up shares into stock and may re-convert may stock into paid up shares of any denomination. When any shares have been converted into stock the several holders of such stock may henceforth transfer their respective interests therein or any part of such interests, in the same manner and subject to the same regulations as and subject to which fully paid up shares in the company's capital may be transferred or as near thereto as circumstances will admit.

53. The stock shall confer on the holders thereof respectively the same privileges and advantages as regards participation in profit and voting at meeting of the Company and for other purposes as would have been conferred by shares or equal amount in the capital of the company of the same class as the shares from which such stock was converted.



## INCREASE, REDUCTION AND ALTERATION OF CAPITAL

- Increase of Capital
54. The Company may from time to time subject to the provision of the Memorandum of Association, in General Meeting, increase its share capital by the creation of new shares of such amounts as it thinks expedient.
- On what conditions new shares may be issued
55. The new shares shall be issued upon such terms and conditions and with such rights and privileges annexed thereto as the General Meeting creating the same shall direct and if no direction be given., as the Directors shall determine and in particular such shares may be issued with a preferential or qualified right to dividends and distribution of assets of the Company. Preference shares may be issued on the terms that they are at the option of the Company liable to be redeemed.
- New shares how disposed of
56. The new shares, resulting from and increase of capital as aforesaid may be issued or disposed of by the Company in General Meeting or by the Directors.
- Same as original capital
57. Except so far as otherwise provided by the conditions of issue or by these presents any capital raised by the creation of new shares shall be considered part of the original ordinary capital and shall be subject to the provisions herein contained with reference to the subscription, payment of calls and installments, transfer and transmission., forfeiture, lien., surrender, voting and otherwise.
- Provisions in case of redeemable preference shares
58. On the issue of redeemable preference shares the following provision shall take effect:
01. No such shares shall be redeemed except out of the profits of the Company which would otherwise be available for dividend or out of the proceeds of a fresh issue of shares made for the purpose, out of the sale proceeds of any property of the Company.
02. No such shares shall be redeemed unless they are fully paid.
03. Subject to the provisions of the Act and this Article, the redemption of preference shares under these presents shall be effected in accordance with the terms and conditions of their issue and failing that in such manner as the Directors may think fit.



- Reduction of capital
59. Subject to confirmation by the Court, the Company may by special resolution reduce its share capital in any manner and to the extent authorized by the Act.
- Division and Sub-division
60. The Company in General Meeting by ordinary resolution alter the conditions of its memorandum as per provision of section 53 of the Act and may:
01. Consolidate and divide all or any of its share capital into shares of larger amounts than its existing shares:
  02. Convert any of its fully paid up shares into stock and reconvert these into shares of any denomination.
  03. Sub-divide shares or any of them into shares of smaller amounts than originally fixed by the Memorandum subject nevertheless to the provision of the Act.
  04. Cancel shares which at the date of such General Meeting have not been taken by any person and diminish the amount of the shares so cancelled.

### MODIFICATION OF CLASS RIGHTS

- Power to modify rights
61. Subject to the provisions of section 71 of the Act and any restriction imposed by the SEC if at any time the capital of the company by reason of the issue of preference shares or otherwise is divided into different classes of shares, all or any of the rights and privileges attached to each class may be modified, abrogated or dealt with by agreement between the Company and any person purporting to contract on behalf of the class provided such agreement is (a) ratified in writing by the holders of at least three fourth of the nominal value of the issued shares of the class and (b) confirmed by an Extra ordinary Resolution passed at separate General Meeting of the holders of shares of that class and (c) the provision, hereinafter contained as to General Meeting shall mutatis mutandis apply to every such meeting, except that the quorum thereof shall be members holding or representing by proxy one half of the nominal amount of the issued shares of that class. The modification of rights has to be approved by the court.



## JOINT HOLDERS

### Joint Holders

62. Where two or more persons are registered as the holders of any share, they shall be deemed to hold the same as joint tenants with benefits of survivorship subject to the following and other provisions contained in these presents:

Joint and several liability for all payment in respect of share

01. The joint holders of any share shall be liable severally as well as jointly for and in respect of all calls and other payments, which ought to be made in respect of such share.

The title of survivors

02. On the death of any such joint holders the survivor or Survivors shall be the only person or persons recognized by the Company as having any title to the share but the Directors may require such evidence of such death as they may deem fit and nothing herein contained shall be taken to release the estate of a deceased joint holder from any liability on shares held by him jointly with any other person.

Receipt of one sufficient

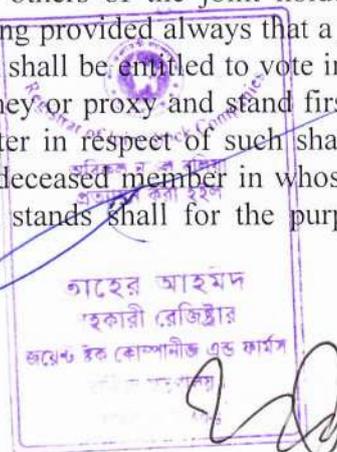
03. Anyone of such joint holders may give effectual receipts for any dividends or other money payable in respect of such share.

Delivery of certificate and giving notice to the first named holder

04. Only the person whose name stands first in the Register of Members as one of the joint holders of any share shall be entitled to take delivery of the certificate relating to such or to receive notice which expression shall be deemed to include all documents mentioned in these Article any notice given to such person shall be deemed notice to all the joint-holders.

Votes of joint holders

05. Anyone of two or more joint holders may vote at any meeting either personally, by attorney or proxy in respect of such shares as if he was solely entitled thereto and if more than one of such joint holders be present at any meeting personally or by attorney then that one of such persons present whose name stands first or higher, as the case may be on the Register in respect of such share shall alone be entitled to vote in respect thereof but the other or others of the joint holders shall be entitled to be present at the meeting provided always that a joint holder present at any meeting personally shall be entitled to vote in preference to a joint holder present by attorney or proxy and stand first or higher, as the case may be in the Register in respect of such shares, Several executors or administrators of a deceased member in whose (deceased member) sole name those share stands shall for the purpose of this Article be deemed joint holders.



## BORROWING POWERS

- Power to borrow 63. Subject to the provisions of these presents, the Directors may from time to time at their discretion borrow any sum of money for the purpose of the Company from Bangladesh or abroad.
- Conditions on money 64. The directors may raise and secure the payment of such sum or sums in such manner and upon such terms and conditions in all respect as they think fit and in particular by the issue of bonds, perpetual or redeemable debentures or debenture stocks or mortgage or charge or other security on the undertaking or the whole or any part of the property of the Company both present and future including its uncalled capital for the time being.
- Bonds, benefits etc. subject to control of directors 65. Any bonds, debentures, debenture stocks or other securities issued or to be issued by the Company shall be under the control of the directors who may issue upon such terms and conditions and in such manner and for such considerations they shall consider beneficial to the Company.
- Securities may be assignable free from equities 66. Debentures, debenture stocks, bonds or other securities may be made assignable free from any equities between the Company and the person to whom the same may be issued.
- Issue at discount etc. or with special privileges 67. Any bonds, debentures, debenture stocks or other securities may be issued at a discount, premium or otherwise and with any special privileges as to redemption, surrender, drawing, allotment of shares, attending and voting at General Meeting of the Company, and otherwise.
- Mortgage uncalled capital 68. If any uncalled capital of the Company is included in or charged by any mortgage or her security, the Directors may authorize the person in whose favor such mortgage or security is executed or any other person in trust for him to make call on the members in respect of such uncalled capital and the provisions hereinbefore contained in regard to calls shall mutatis mutandis apply to call made under such authority and such authority may be made exercisable either conditionally or



unconditionally and either to the exclusion of the Director's power or otherwise and shall be assignable, if expressed so to be.

Indemnity may be given

69. Subject to the provision of section. 102 of the Act, if the Directors or any of them or any other person shall become personally liable for the payment of any sum primarily due from the Company, the Directors may execute or cause to be executed any mortgage, charge or security over or affecting the whole or any part of the assets of the company by way of indemnity to secure the Directors or person so becoming liable as aforesaid from any loss respect of such liability.

Register of mortgage to be kept

70. The directors shall cause a proper register to be kept in accordance with provisions of the Act of all mortgages, debentures and charges specifically affecting property of the Company and shall cause the requirements of the Act in the behalf to be duly complied with so far as they fall to be complied with by the Company.

### STATUTORY MEETING

Statutory Meeting

71. The Statutory Meeting of the Company shall be held at such place and time not less than one month or more than six months from the date at which the Company is entitled to commence business as the Directors may determine and in connection therewith the Directors shall comply with the provisions of the Act.

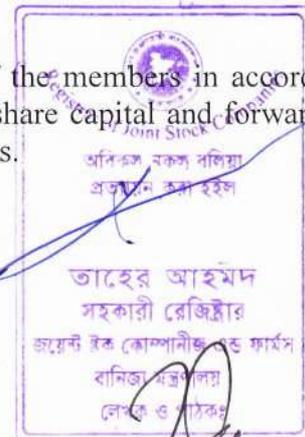
### GENERAL MEETING

Annual general meeting

72. The first General Meeting of the Company shall be held within eighteen months from the date of incorporation of the company and thereafter subsequent General Meetings shall be held once at least in every calendar year within fifteen months from the date of the last annual General meeting of the company at such time and place as may be determined by the directors. Such general Meeting shall be called Annual General Meeting and all other meetings of the Company other than the Statutory Meeting shall be called Extra Ordinary General Meetings.

Annual summary

73. The Directors shall prepare the annual list of the members in accordance with Section 36 of the Act and summary of share capital and forward the same to the Registrar of Joint Stock Companies.



Directors may call Extra Ordinary Meeting

74. The Directors may call Extra ordinary General Meeting whenever they think fit.

Calling of Extra Ordinary Meeting

75. 01. The Directors shall on the requisition of the holders of not less than one-tenth of the issued share capital of the Company, upon which all on requisition class or other sums then due have been paid forthwith proceed to call an Extraordinary General Meeting of the Company.

02. The requisition must state the objects of the meeting and must be signed by the requisitioners and deposited at the Registered Office of the Company and may consists of several documents in like form each signed by one or more requisitioners., In case of joint holders of shares all such holders shall sign the requisition.

03. If the Directors do not proceed within 21 days from the date of the requisition being so deposited to cause a meeting to be called, the requisitioners or a majority of them in value may themselves call the meeting but in either case any meeting so called shall be held within three months from the date of the deposit of the requisition.

04. Any meeting called under this article by the requisitioners shall be called in the same manner as nearly as possible, as that in which meetings are to be called by the Directors.

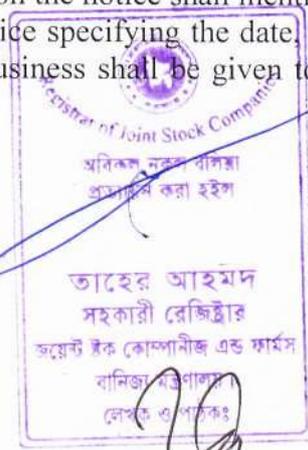
Notice of meeting to be given

76. Fourteen day's notice at least of every Annual General Meeting other than a meeting for the passing of a Special Resolution and by whomsoever called, specifying the date, hour and place of the meeting and with a statement of the business to be transacted at the meeting, and in case, it is proposed to pass an Extraordinary Resolution, the intention to propose such resolution as an Extraordinary Resolution, shall be given to the person entitled under and in the manner provided by the Act and these presents; such notice is to be given in the manner specified herein of the mode of service notice.

Notice for special resolution

77. Where it is proposed to pass a Special Resolution the notice shall mention it so and in meeting or for twenty-one day's notice specifying the date, hour and place of meeting and the nature of the business shall be given to the persons entitled to the notice.

Shorter notice by consent



78. With the consent of all members entitled to receive notice of a meeting or to attend and vote at any such meeting, a meeting may be convened by shorter notice in any manner, as the members think fit.

Omission to notice not to invalidate resolution passed

79. Any accidental omission to give notice to or non-receipt thereof by any member shall not invalidate proceeding or any resolution passed at any such meeting.

Proper notice

80. The Director/Member who for the time being absent from Bangladesh shall be deemed to have been properly notified, if the notice is sent to his address registered with the Company.

### PROCEEDING AT GENERAL MEETING

Business or ordinary meeting

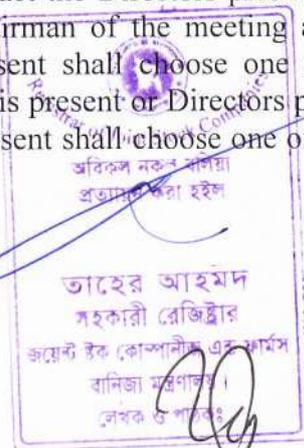
81. The business of an ordinary general meeting shall be to receive and consider the Profit and Loss Account, the Balance Sheet and the Reports of the Directors and of the Auditors, to elect Directors, Auditors and other officers in the places of those retiring by rotation or otherwise, to declare dividends and to transact any other business which under these presents ought to be transacted at such ordinary meeting and all business transacted at the meeting shall be deemed as special.

Quorum at general meeting

82. Seven members entitled to vote and present in Person shall be a quorum for a General Meeting and no business shall be transacted at any General Meeting unless the quorum requisite be present at commencement of the business.

Chairman of general meeting

83. The Chairman of the board of Directors of the company shall be entitled to take the Chair at every General Meeting. If there be no Chairman or if at any meeting he shall not be present within fifteen minutes after the time appointed for holding such meeting or is - unable to be present due to illness or any other cause or is unwilling to act the Directors present may choose one of their members to act as Chairman of the meeting and in default of their doing so the members present shall choose one of the Directors to take the chair and if no Director is present or Directors present not willing to take the chair the members present shall choose one of them to be the chairman of the meeting..



Proceedings when  
quorum not present

84.If within half an hour after the time appointed for holding the General Meeting a quorum be not present at the meeting if convened on the requisition of shareholders shall be dissolved and in every other case stands adjourned to the same day in the next week at the same time and place. If at such adjourned meeting a quorum be not present those members present shall be quorum and may transact the business for which the meeting was called.

Chairman with  
consent may  
adjourn meeting

85.The Chairman with the consent of the meeting may adjourn any meeting from time to time and from place to place.

Power of director  
to postpone  
general meeting

86.The Directors shall have power to postpone any general meeting except any General Meeting called pursuant to a requisition.

Business at  
adjourned  
meeting

87.Except as provided by the Act in the case of the statutory adjourned-meeting, no business shall be transacted at any adjourned meeting other than business, which might have been transacted at the meeting, from which the adjournment took place.

88.At any General Meeting a resolution put to the vote of the meeting shall be decided on show of hands unless a poll before or on the declaration of the result of the show of the hands is demanded by at least 5 (five) members present in person or by proxy or the Chairman of the meeting or by any member or members holding not less than one tenth of the issued capital carrying voting rights and unless a poll is so demanded a declaration by the Chairman that a resolution has on a show of hands been carried or carried unanimously or by a particular majority or lost and an entry to that effect in the book of the proceedings of meetings of the Company shall be conclusive evidence of the fact without frothier proof of the number or proportion of the votes recorded in favor of or against that resolution.

Result of poll  
shall be deemed  
to be the  
resolution

89. If a poll is demanded as aforesaid it shall be taken in such manner and at such time and place as the chairman of the meeting directs and either at once or after an interval of adjournment and the result of the poll shall be deemed to be resolution of the meeting at which the poll shall be deemed to be resolution of the meeting in which the poll was demanded.

The demand for a poll may be withdrawn.



90. In the case of an equality of votes, whether on a show of hands or at a poll, the Chairman of the meeting at which the show of hands takes place or at which the poll is demanded, shall be entitled to a casting vote in addition to his votes to which he may be entitled to as a member.

In what cases  
poll taken  
without  
adjournment

91. Any poll duly demanded in the election of a Chairman of a meeting or on any question of adjournment shall be taken at the meeting and without adjournment.

Demand for poll  
not to prevent  
transaction of  
other business

92. The demand for a poll shall not prevent the continuance of a meeting the transaction of any business other than the question on which the poll has been demanded.

Minutes of  
general meeting

93. Minutes shall be made in books provided for the purpose of all resolutions and proceedings at General Meeting and such minutes if signed by any person purporting to have been the Chairman of the meeting to which it relates or by the person who shall preside as Chairman at the next succeeding meeting shall be receivable as evidence of the facts herein stated without further proof.

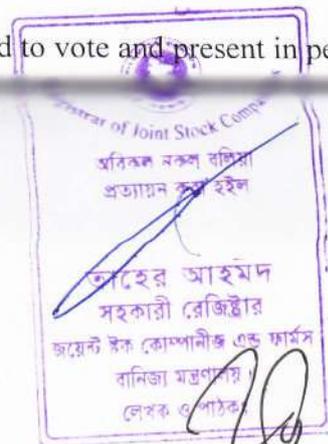
Inspection of  
minutes books  
and copies of  
minutes

94. The Books containing minutes or proceedings of General Meeting of the company shall be kept at the Registered Office of the Company and shall during business hours, subject to such reasonable restrictions as the Company in General Meeting may from time to time impose so that not less than two hours in each day be allowed for inspection, be open to the inspection of any member without charge. Any member shall at any time after seven days from the meeting be entitled to be furnished free of charge or within seven days after he has made request in that behalf to the company with a copy of any minutes referred to above at a charge not exceeding fifty paise for every hundred words.

### VOTES OF MEMBERS

Votes

95.01. Upon show of hands every member entitled to vote and present in person



02. Upon a poll every member entitled to vote and present in person or by attorney or by proxy shall have one vote for every share held by him.

Voting by  
corporation

96. A representative of a corporate body which is a member of the company duly authorized by a resolution of the Directors of such corporate body in accordance with the provisions of the Act, may vote on a show of hands and on a poll as if he was member of the Company. The production at the meeting of a copy of such resolution duly signed by one director of such corporate body under its common seal and certified by him as being a true copy of the resolution shall be accepted by the Company as sufficient evidence of the validity of his appointment.

Votes in respect  
of shares of  
deceased  
insolvent  
members

97. Any person entitled under these present to transfer any share under "Transmission clause" may vote at General Meeting in respect thereof as if he was the registered holder of such shares provided that at least 48 hours before the time of holding the meeting or adjourned meeting, as the case may be at which he proposes to vote, shall satisfy the Directors of his right to transfer such shares unless the Directors shall have previously admitted his right to vote at such meeting in respect thereof.

Votes may be  
given by proxy  
or attorney

98. Votes may be given either personally or by attorney or by proxy through any member or members or in the case of a corporate body also by a representative duly authorized as aforesaid.

Appointment and  
qualification of  
proxy

99. The instrument appointing a proxy shall be in writing under the hand of the principal or his attorney or if such principal is a company or corporation under its common seal or under its common seal or under the had of a person duly authorized by such company or corporation in the behalf, or under the hand of its attorney who may be appointed.

100.01. No person shall act as proxy unless the instrument of his appointment 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 have been deposited at the registered office at least 48 hours before the time for holding the meeting at which the person named in the instrument of proxy to vote and in default, the instrument appointing the proxy shall not be treated as valid.



02. No attorney shall be entitled to vote unless the power of attorney of other instrument appointing an attorney or a notarially certified copy thereof has either been registered in the records of the Company at any time not less than 48 hours before the time of the meeting at which the person in the instrument of proxy proposes to vote and in default, the instrument appointing the proxy shall not be treated as valid.

03. Notwithstanding that a power of attorney or other authority has been registered in the records of the Company, the Company may by notice in writing addressed to the member or the attorney at least two days before the date of the meeting require him to produce the original power of attorney or authority and unless the same is thereupon deposited with the Company the attorney shall not be entitled to vote at such meeting unless the Directors in their absolute discretion excuse such non production or deposit.

Custody of instrument

101. If any such instrument of appointment be confined to the object appointing of Proxy or substitute for voting at meetings of the company it shall remain permanently or for such time as the director may determine in the custody of the company, and if embracing other objects a copy thereof, examined with the original, shall be delivered to the company to remain in the custody of the Company.

Form of proxy

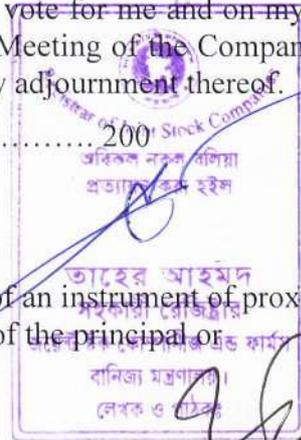
102. Every instrument of proxy whether for a specified meeting or otherwise shall, as nearly as circumstances will admit, be in the form or to the following:

**BANGLADESH TELECOMMUNICATIONS COMPANY LIMITED (BTCL)**

I..... member of the **BANGLADESH TELECOMMUNICATIONS COMPANY LIMITED** do hereby appoint of .....(or railing him) of as my proxy to attend and vote for me and on my behalf at the (Ordinary or Extraordinary as the case may be) General Meeting of the Company to be held on the .....day of..... 200 and at any adjournment thereof.

In witness my hand this..... day of..... 200

Signed by :.....



Validity of votes given by proxy notwithstanding death of member etc.

103. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death of the principal or

revocation of the proxy or of any power of attorney under which such proxy was signed or the transfer of the share in respect of which the vote is given provided that no intimation in writing of the death, revocation or transfer shall have been received at the office before the meeting.

- Time for objection to votes 104.No objection shall be made to the validity of any vote except at the meeting at which such vote shall be tendered and every vote whether given personally or by proxy not disallowed at such meeting or poll shall be deemed valid for all purposes of such meeting or poll whatsoever.
- Chairman of any meeting to be the judge of validity of any vote 105.The Chairman of any meeting shall be sole judge of the validity of every vote tendered at such meeting. The Chairman present at the taking of a poll shall be the sole judge of the validity of every vote tendered at such poll.
- Equal rights of members 106.Any member shall at all General Meetings of the Company enjoy the same rights and be subject to the same liabilities as all other members of the same class.

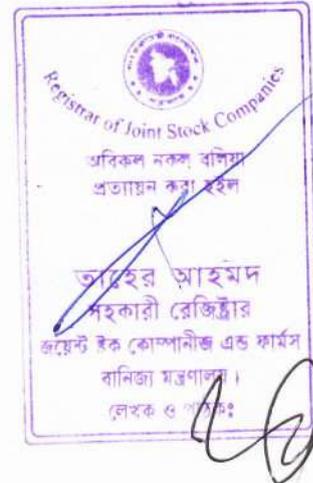
### DIRECTORS

107. Until otherwise determined in the General Meeting of the company the number of Directors shall not be less than 9, no more than 11.

As long as the Government holds majority shares in the Company it may nominate persons in such proportions in the Board as it may decide.

108.Till such time as all Directors are appointed in the manner as above, the following persons shall constitute the First Board of Directors of the Company:

01. MR. Iqbal Mahmood,
02. MR. Kamaluddin Ahmed
03. MRs. Razia Begum,
04. MR. Gazi Mizanur Rahman,
05. MR. Brig. Gen. Rafiqul Islam,
06. MR. Muhammad Zafar Iqbal,
07. MR. Humayun Kabir, F.C.A.



08. MR. Annisaul Huq,

09.MR. Md. Ashraful Alim.



**CORPORATIONS OR COMPANIES ACTING THROUGH THEIR  
REPRESENTATIVES AT MEETINGS**

109. Any corporation or company which is a member of the Company may nominate a person to be their nominee Director, by resolution of its Directors or other governing body, authorize such person as it thinks fit to act as its representative at any meeting of the Company inclusive of meeting of Board of Directors. The person so authorized shall be entitled to exercise the same powers on behalf of that corporation or company which he represents, which that corporation or company could exercise as if it is an individual member of the Company. But the person so nominated need not hold any qualification shares in his name.

Qualification of  
directors

110. The Qualification of a Director of the Company other than the Nominee Directors shall be the holding in his/her own name unencumbered shares in the company of the aggregate nominal value of Taka 200 (Two hundred) relaxable in the case of Directors representing interest holding shares of the requisite value. A Director may act before acquiring his/her qualification shares but shall in any case acquire the same within two months from the date of his appointment.

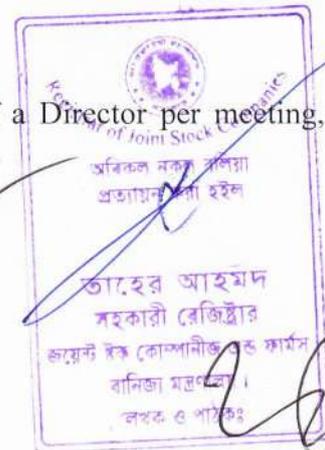
Alternate Directors

111. The Directors may at the request of a Director appoint any person approved by such Director to be an 'Alternate Director' to represent such Director and such appointee while he holds office as an Alternate Director shall be entitled to notice of meeting of directors and in the absence of the director whom he represents to attend and vote accordingly but he shall not be required to hold any qualification share. The Alternate Director so appointed shall vacate the office of the Alternate Director when removed from office at the request of the Director whom he represents and any appointment or removal under this Article shall be affected by the Directors upon the request in writing to the company under the hand of the Director whom the Alternate Director is to represent.

112. Every person acting as an Alternate Director shall be deemed to be the agent of the Director whom he represents.

Remuneration of  
directors

113. The Board shall decide the remuneration of a Director per meeting, for attending a meeting by him, from time to time.



Directors not bonafide resident of the place where meeting is held may receive compensation

114. The Directors may allow and pay to any Director, who is not ordinarily resident of the place where a meeting is held and who shall come to such place for the purpose of attending the meeting, the Directors may consider fair compensation for" traveling and living expenses in addition to his remuneration as above specified. The Directors may from time to time fix the remuneration to be paid to any member or members of their body constituting a committee appointed by the Directors in terms of these presents.

Special remuneration to director going out

115. If any Director being willing is called upon to perform extra services or to take any special exertions for any of the purposes of the Company or in special attention to the business of the Company, the company may remunerate such Director either by a fixed sum or a percentage of profits or otherwise as may be determined by the Directors and such remuneration may be either in addition to or in substitution for his remuneration above provided.

Directors may fill up vacancy Duration of office of directors appointed to vacancy

116. The Directors shall have power at any time and from time to time to appoint subject to the provision of these present, any person as a Director either to fill in a casual vacancy of Directors or as an addition to the Board. Any Director so appointed shall hold office only until next following ordinary General Meeting of the Company and he shall be eligible for re-election.

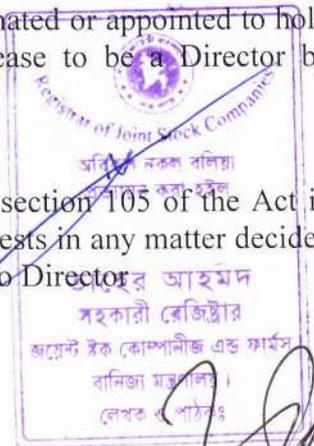
Directors may act notwithstanding vacancy

117. Subject to the provisions of the Act, the continuing Directors may act notwithstanding any vacancy in their body, but if the number falls below the minimum number fixed, the remaining Directors shall not, except in emergencies or for the purpose of filling up vacancies or for summoning a General Meeting of the Company act so long as the number is below the minimum.

Directors vacating office

118. The office of a Director shall be vacated if he voluntarily resigns or becomes disqualified under Section 108 (1) of the Act, 1994 or if he is removed by his appointer or if he is transferred, released, retired, relieved from the post by virtue of which he acts or nominated or appointed to hold the position of Director of the Company or cease to be a Director by transfer of his shares.

119. A Director shall comply with the provisions of section 105 of the Act in relation to any contract and shall declare his interests in any matter decided by the board at the meeting of the Directors and no Director



shall vote in respect of any contract or arrangement in which he is so interested and if he does so his vote shall not be counted:

Provided that the Directors or any of them may vote on any contract of indemnity against any loss which they or anyone or more of them may suffer by reason of becoming or being sureties or a surety for the Company. A general notice that any Director is a member of any specified firm or a Director or member of any specified company and is to be regarded as interested in any subsequent transaction with such firm or company shall be sufficient disclosure under this Article and after such general notice it shall not be necessary to give any special notice relating to any particular transaction with such firm or company.

120.A Director of this company may or become a director of any company promoted by this company, or in which it may be interested as vendor, member or otherwise and no such Director shall be accountable for any benefits received as director or member of such company.

### ROTATION OF DIRECTORS

Directors  
retirement

121.At the first Annual General Meeting of the Company all the Directors shall retire from office. Every subsequent year, one third of the Directors or if their number is not three or multiple of three then the number nearest to one third shall retire from office.

Which director to  
retire

122.The Directors to retire by the rotation every year shall be those who have been longest in office since their last election, but as between persons who become Director on the same day those who are to retire shall, unless they otherwise agree among themselves, be determined by lottery.

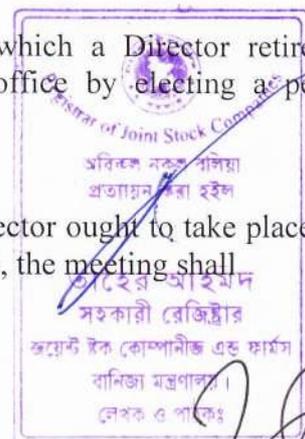
Retiring director  
eligible

123. A-retiring director shall be eligible for re- election.

Company to fill up  
vacancy

124.The Company at the General Meeting at which a Director retires in manner aforesaid may fill up the vacated office by electing a person thereto.

125.If at may meeting at which an election of Director ought to take place, the place of the vacating Directors are not filled up, the meeting shall



stand adjourned till the same day in the next week at the same time and place, and if at the adjourned meeting the places of the vacating Directors are not filled up, the vacating Directors or such of them as have not had their places filled up shall be deemed to have been re-elected at the adjourned meeting.

Renewal of  
director

126. The company may by Extra - ordinary Resolution remove any Director whose period of office is liable to determination at any time by retirement of director in rotation, before the expiry of his period of office and may by Ordinary Resolution appoint another person in his stead. The persons appointed should be subject to retirement at the same time as if he had become a Director on the day on which the Director in whose place he is appointed was last elected Director. A Director so removed shall not be eligible to become a Director.

127. No person, not being a retiring Director, shall be eligible for election to the office of Director at any General Meeting unless he or his authorized agent has, at least 7 clear days before the meeting, left at the office a notice in writing under his hand or under the hand of such agent signifying assent to his candidature for the office of Director.

Power of general  
meeting to  
increase or  
reduce number

128. Subject to the provisions of the Act and of this present the company in General Meeting may from time to time increase or reduce the number of Directors.

### PROCEEDING OF DIRECTORS

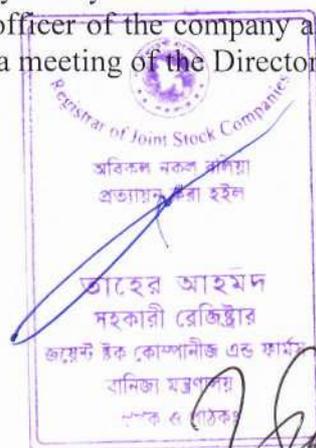
Meeting of  
directors

129. The Directors may meet together for the dispatch of business, adjourn and otherwise regulate their meetings and proceedings as they think fit.

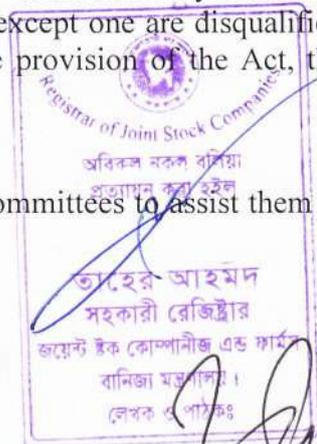
The Board of Directors shall meet at least once every three months.

When meeting to  
be convened

130. The Chairman or the Managing Director may at any time or at the request of at least two Directors, Secretary or such officer of the company as may be authorized by the Directors shall convene a meeting of the Directors.



- Notice of meeting 131. Notice of the Meeting given to a Director & Representative of the Company holding shares in the address registered with the Company shall be deemed to be valid notice; such notice to directors may be in writing or by fax or by email.
- Period of notice 132. Generally three days notice shall be given for a meeting of the Directors. In case of emergency, the meetings may be held at a shorter notice.
- Omission to give notice 133. The accidental omission to give notice of any such meeting of the directors to Director shall not invalidate any resolution passed at any such meeting.
- Chairman of the Board of Directors 134. The Board of Directors shall appoint a Chairman who will preside at meetings of the Board and at general meetings and shall be known as the Chairman of the Company.
135. All meeting of the Directors shall be presided over by the Chairman, if present, if at any meeting of Directors, if the Chairman not present at the time appointed for holding the same, then and in that case the directors shall choose one of them present to preside at the meeting.
- Questions at Board Meeting how decided 136. Questions arising at any meeting shall decided by a majority of votes and in case of an equality of votes, the Chairman of the meeting, whether the Chairman appointed by virtue of these presents or a Director presiding at such meeting, shall have a second or casting vote.
- Quorum 137. The quorum at the meeting of the Board of Directors shall be 5 (Five) Directors present.
138. The Directors in a meeting in which quorum is present shall be competent to exercise all or any of the authorities, powers and duties by or under to these present for the time being vested in or exercisable by Directors generally, provided that when all the Directors except one are disqualified from voting on any resolution by reason of the provision of the Act, the same shall decided in General Meeting.
- Appointment of committees 139. The Directors may appoint any committee or committees to assist them in the discharge of their functions.



Meeting of the committees how to be governed

140. The meeting and proceedings of any such committee consisting of two or more members shall be governed by the provisions of these presents for regulating the meetings and proceeding of the Directors, so far as the same are applicable thereto and are not superseded by any regulations made by the Directors under the last preceding Article.

Resolution by circular

141. A resolution passed by circular without any meeting of the Directors or a committee of Directors which notice has been given to all the Directors or members of the committee for the time being entitled to receive such notice and evidenced by writing under the hands of all Directors in writing or fax or all members of the committee shall subject to the provisions of the Act be as valid and effectual as a resolution duly passed at the meeting of the Directors, or such committee called and held in accordance with the provisions of these presents.

Acts of the Board committees valid notwithstanding defect of appointment

142. All acts done by any meeting of the Director, or by a committee of Directors, or by any persons acting as a Director shall, notwithstanding that it shall afterwards be discovered that there was some defect in the appointment of such Directors, or persons acting as aforesaid, or that they or any of them were disqualified be as valid as if every such person had been duly appointed and was qualified to be a Director.

Minutes of proceedings of the company and directors and committee to be kept  
and

143. The Directors shall cause minutes to be duly entered in a book provided for the purpose:

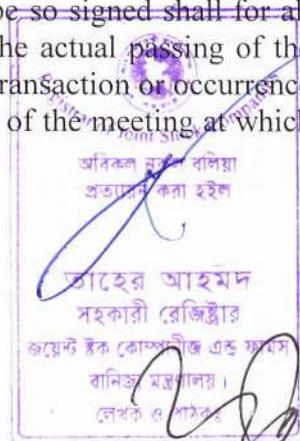
01. Of all names of the Directors present at each meeting of the Directors, and of any Committee of Directors, and

02. Of all orders made by the Directors and Committee of Directors,

03. Of all resolutions and proceedings of meetings of the Directors and Committee of Directors.

By whom minutes to be signed and effect of minutes recorded

144. All such minutes shall be signed by the Chairman of the meeting as recorded, or by the person who shall preside as Chairman in the next succeeding meeting and all minutes purported to be so signed shall for all purposes whatsoever be prima facie evidence of the actual passing of the resolutions so recorded and the actual and regular transaction or occurrence of the proceeding so recorded and of the regularity of the meeting at which the same shall appear to have taken place.



## POWER OF DIRECTORS

General power  
vested on directors

145. The Business of the Company shall be managed by the Directors who may pay all expenses for getting the company registered and may exercise all such powers and do all such acts and things as the company by its Articles of Association or otherwise authorized to exercise and do, and are not by these presents or by the Act directed or required to be exercised or done by the Company in General Meeting, but subject nevertheless to the provisions of the Act and the Articles of Association and these presents and to any regulations not being inconsistent with Articles of Association and these present, from time to time made by the Company in General Meeting. Provided that no such regulation shall invalidate any prior act of the Directors, which would have been, valid if such regulation had not been made.

Special powers  
given to directors

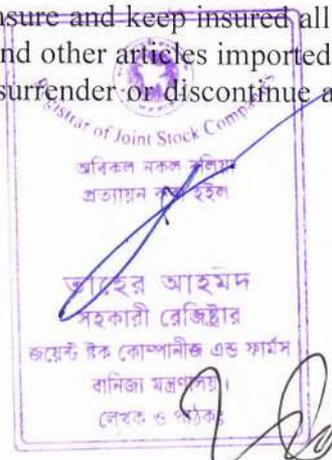
146. Without prejudice to the general powers conferred by the last preceding Article and other powers conferred by these presents and so as not in any way to limit or restrict any or all those powers, it is hereby expressly declared that the Directors shall have the following powers:

01. To pay costs, charges and preliminary expenses and incidental to the promotion, formation, establishment and registration of the Company.

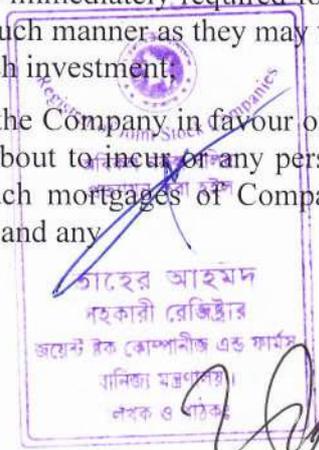
02. To purchase or otherwise acquire for the Company and property, rights or privileges which the Company is authorized to acquire at such price and generally on such terms and conditions as they think fit;

03. To pay for any property or rights acquired by or services rendered to the Company, either wholly or partially in cash, or in shares, bonds, debentures, debenture stocks or other securities of the Company, and any such shares may be issued either as fully paid up and any such bonds, debentures, debenture stocks or other securities may be specifically charged upon all the property of the Company and its uncalled capital;

04. 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 building, machinery, goods, stores, produce and other property of the Company either separately or jointly, also to insure and keep insured all or any portion of the goods, produce, machinery and other articles imported or exported by the Company and to sell, assign, surrender or discontinue any policies of assurance;



05. To open account or accounts with any Bank or Banks or financial institutions and the such accounts (s) shall be operated jointly or singly by any two Directors authorized by the Board;
06. To secure the fulfillment of any contracts or engagements entered in to by the Company by mortgage or charge of all or any of the property of the Company and its unpaid capital for the time being or in such other manner as they think fit;
07. To attach to any shares to be issued as the consideration or part of the consideration of any contract with or property acquired by the Company, or payment for services rendered to the Company on such conditions as to the transfer thereof as they think fit;
08. To accept from any member on such terms and conditions as shall be agreed as surrender of his shares or stock or any part thereof;
09. To appoint any person or persons (whether incorporated or not) as trustees for the Company or any property belonging to the Company or in which he is interested, or for any other purpose and to execute and do all such acts and things as may be requisite in relation to any such trust and to provide for the remuneration of such trustee or trustees to any such trust and to provide for the remuneration of such trustee or trustees.
10. To institute, conduct, compound, or abandon any legal proceeding, by or against the Company or officers or otherwise concerning the affairs of the Company and also to compound and allow time for payment or satisfaction any debt, due, or of any claims or demands by or against the Company;
11. To refer any claim or demand by or against the Company to arbitration and observe and perform the awards;
12. To act on behalf of the Company in all matters relating to bankrupts and insolvent;
13. To make and give receipts, releases and other discharges for moneys payable to the Company and for the claims and demands of the Company;
14. To determine from time to time who shall be entitled to sign on the Company's behalf bills, notes, receipts, acceptances, endorsements, cheques, dividend warrants, releases, contracts and documents;
15. To invest the money of the Company not immediately required for the purpose thereof, upon such securities and in such manner as they may think fit and from time to time to vary or realize such investment;
16. To execute in the name and on behalf of the Company in favour of any Director or other person who may incur or about to incur any personal liability, for the benefit of the Company such mortgages of 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 provisions as shall be agreed on;

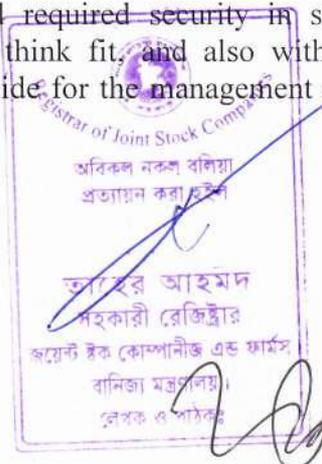
17. To give to any Director, officer or other person employed by the Company an interest in any particular business or transaction either by way of commission on the gross expenditure thereon or otherwise or a share in the general profits of Company, and such interest, commission or share of profits shall be treated as a part of the working expenses of the Company;

18. To provide for the welfare of employee or ex-employees of the Company and the wives, and families or the dependents or connections of the such person, by building or contributing to the building of house or dwelling or by grants of money, pensions, allowances, bonus or other payments or by creating and from time to time subscribing to provident and other association, institutions, funds or trusts and by providing fund or subscribing or contributing towards places of instruction and recreation, hospitals and dispensaries, medical and other attendance and assistance as the company think fit;

19. To subscribe or guarantee money for any national, charitable, benevolent, public, general: useful object or for any exhibition or to any institution, club, society or funds;

20. The Directors may, before recommending any dividend, set aside out of the profits of company such sums as may think proper for depreciation or to a Depreciation Fund or as reserve or to reserve Fund or sinking fund or any special fund of meet contingencies or to repay Redeemable preference shares or debentures or for equalizing dividends or for repairing, improving extending and maintaining any part of the property of the Company or for such other purpose as the Directors may in their absolute discretion think conducive to the interest of the Company and they may invest the several sums so set aside or so much thereof as required to be invested upon such investments, subject to the restrictions imposed by the Act, as the Directors may think fit, They may transfer any sum from one fund to another as the Directors think fit, and may employ all or any of the above funds including the depreciation Fund, in the business of the Company or in the purchase, or repayment of Redeemable preference shares, or debentures;

21. To appoint and at their discretion remove or suspend such manager or managers, secretary, officers, clerks, employees, agents, advisers and consultants for permanent, temporary or special services as they may from time to time deem fit, and to determine their powers and duties and fix their salaries, emoluments and remunerations and required security in such instance and to such amounts as they may think fit, and also without prejudice as aforesaid, from time to time provide for the management and transactions of the affairs of the



company in such manner as they think fit and the provisions contained in sub clauses 24 and 25 following shall be without prejudice to the general powers conferred by this sub clause;

23. From time to time and any time to establish any Local Board or committee for managing any of affairs of the company and to appoint any persons to be members of any such Local Board or committee and to fix their remuneration. And from time to time, at any time to delegate to any person so appointed any of the powers, authorities and discretion for the time being vested in the Directors, as the Directors may think fit, and the Directors may at any time remove any person so appointed and may annual or very such delegation, any such delegates may be authorized by the Directors to sub- delegate all or any of the powers, authorities and discretion for the time being vested in them;

24. At any time and from time to time by power of Attorney to appoint any person or persons to be the attorney or attorneys of the Company for such purpose and with such powers, authorities and discretion, not exceeding those vested in or exercisable by the Directors under these present, and for such period and, subject to such conditions as the Directors may from time to time think fit;

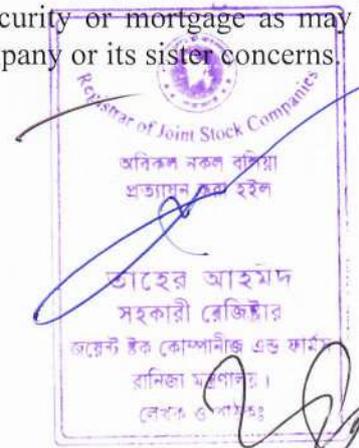
25. Generally, subject to the provision of the Act and these presents to delegate the powers, authorities and discretion vested in the Directors to any persons, firms, company, or fluctuating body or persons as aforesaid. Any such delegate or attorney as aforesaid may if authorized by the Directors sub- delegate all or any of the powers, authorities and discretion for the time being vested in him;

26. To enter into all such negotiations and contracts and rescind and very all such contracts and execute and do all such acts deeds and think in the name and on behalf of the Company as they consider expedient for or in relation to any of the matters aforesaid or otherwise for the purpose of the Company;

27. To make and alter rules and regulations with the Act and these presents to provide for all or any matters for which provision may be necessary or convenient for the purpose of giving effect to the provisions of these presents, the business functions, management and affairs of the company.

28. To decide and to give directions on any matter of management and business of the Company.

29. To borrow such money as are needed for the purpose of the Company and to cause the Company to give such security or mortgage as may be necessary for any loan or liability of the Company or its sister concerns.



30. The Board may frame service regulations for ordinary employees including provisions for BCS Telecom cadre personnel absorbed in BTCL to attain better management of the business of the Company.

31. The BTCL Board shall be empowered for sake of better management of the business of the Company to enter into negotiations and arrangements/agreements with outside agencies including the Government by which the outside agency may loan to BTCL their experts on such terms and for such periods as agreed upon; these officers and employees will be while on loan to BTCL, be governed by BTCL Service Regulations.

Delegation of  
power of directors

147. The Directors may delegate from time to time any of their powers and authorities as aforesaid to any director or any functionary.

### POWERS OF GOVERNMENT TO ISSUE DIRECTIVES

148. Notwithstanding anything contained in these Articles, the Government may, during declaration of a nation-wide emergency, issue such directives or instructions, as may be considered necessary, with regard to conduct of business and affairs of the Company and in like manner, may vary any such directive or instruction. The Board shall give immediate effect to the directives or instructions so issued. In particular, the Government shall have the power to give directives to the Company as to the exercise and performance of its functions in matters involving national security or substantial public interest. All directives issued by the Government shall be in writing addressed to the Chairman.



## MANAGING DIRECTOR

149. Subject to the provisions of sections 109 and 110 of the Act, the Board of Directors shall appoint a Managing Director who will be the Chief Executive of the Company on such terms as the Board may determine. He shall hold office for such terms as may be decided by the Board of Directors. Subject to the supervision of the Board the day to day business and affairs of the Company shall be managed by the Managing Director and with approval of the Board the Managing Director may exercise all such powers and do all such acts and things as may be exercised or done by the Board and the Directors may from time to time entrust to and confer upon the Managing Director such of the powers exercisable under these present by the Directors as they may think fit and may confer such powers for such time and to be exercised for such objects and purposes and upon such terms and conditions and with such restrictions as they may deem expedient and they may confer such powers of the Directors in that behalf and may from time to time revoke, withdraw, alter or vary all or any of such powers. The Managing Director shall not be liable to retire by rotation.

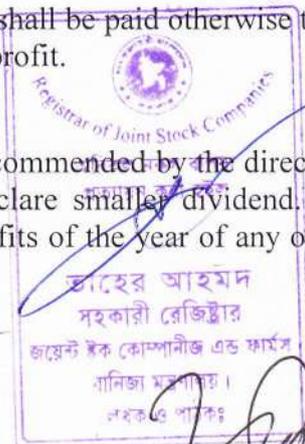
## RESERVE AND DIVIDEND

150. The directors may, before recommending any dividend, set aside out of the profits of the company such sums as they think proper as a reserve or reserves which shall, at the discretion of the directors, be applicable for meeting contingencies, or for equalizing dividends, or for any other purpose to which the profits of the company may be properly applied, and pending such application may, at the like discretion, either be employed in the business of the company or be invested in such investments as the directors may from time to time think fit.

151. The company may pay dividend in proportion to the amount paid up or credited as paid up on each share.

152. The Company in General Meeting may declare a Dividend to be paid to the members according to their respective right and interests in the profits and may fix the time for payment. No dividend shall be paid otherwise than out of profits of the year or other undistributed profit.

153. No larger dividend shall be declared than is recommended by the directors but the Company in Genera Meeting may declare smaller dividend. No dividend shall be payable except out of the profits of the year of any other undistributed profits and no dividend shall carry

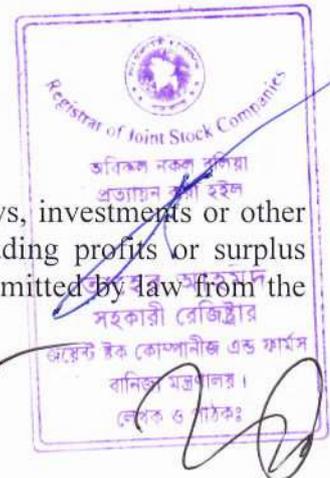


interest as against the Company. The declaration of the Directors as to the amount of the net profits of the company shall subject to the certificate of the Auditors be conclusive.

- Interim dividend 154. The directors may from time to time pay to the members such interim dividend as in their judgment the position of the company justified.
- Dividend on transferred shares 155. A transfer of shares shall not pass the right to any dividend declared thereon before the registration of the shares against the Company.
- Dividend how remitted 156. Unless otherwise directed, dividend may be paid by cheque or warrant sent through to post to the registered address of the member of person entitled or in case of joint holders to that one of them first named in the Register in respect of the joint holding. Every such cheque shall be made payable to the order of the person to whom it is sent. The Company shall not be liable or responsible for any cheque or warrant lost in transmission or for any dividend lost to the member or persons entitled thereto by the forged endorsement of any cheque or warrant of the fraudulent or improper recovery thereof by any other means.
- Unclaimed dividend 157. Dividend unclaimed for one year after having been declared may be invested or otherwise used by the Directors for benefit of the Company until claimed and unclaimed dividend shall not be forfeited by the Company.
- Special provision in reference to dividend 158. Any General Meeting sanctioning or declaring a dividend in terms of these present may direct payment of any dividend wholly or in part by distribution of:
- (1) Paid up shares; or
  - (2) Debentures or debenture stocks; or

### CAPITALIZATION

- Capitalization 159. Any General Meeting may resolve that any moneys, investments or other assets forming part of the undivided profit, including profits or surplus moneys arising from the realization and where permitted by law from the appreciation in value of any capital assets of the



Company, standing to the credit of the Reserve Fund or any other Fund of the Company or in the hand of the Company and available for dividend or representing premium received on the issue of shares and standing to the credit of the share premium account be capitalized by the issue and distribution as fully paid up shares debentures, debenture stocks, bonds or other obligation of the Company.

160. The Director shall give effect to any resolution and apply such portion of the profits or Reserve or Reserve Funds or any other Fund on account as aforesaid required for the purpose of making payment in full, for the shares debentures or debenture stocks, bonds or other obligation of the Company so distributed or, as the case maybe, for the purpose of paying in whole or in part, the amount remaining unpaid on the shares which may have been issued are not fully paid up under these presents. Provided that no such distribution or payment shall be made unless recommended by the Directors and if so recommended such distribution and payment shall be accepted by such members as aforesaid in full satisfaction of their interest in the said capital sum.

### THE SEAL

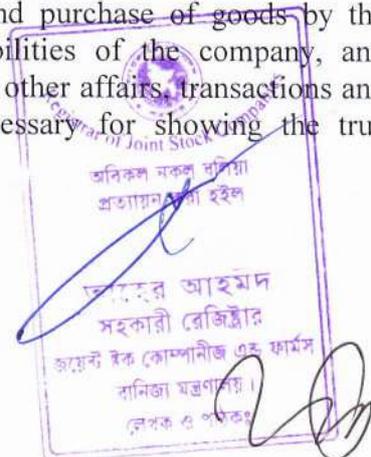
The seal, its  
custody and use

161. The Directors shall provide for the safe custody of the seal and subject to the provisions herein before contained for the signature to certificates of title to shares in the Company the seal shall be used by the authority previously given by the Directors and two Directors at least authorized by the Board shall sign every instrument to which the Seal is affixed, nevertheless that any instruments bearing the Seal of the Company and issued for valuable consideration shall be binding on the Company notwithstanding any irregularity touching the authority of the Directors issuing the same.

### ACCOUNTS

Accounts

162. Subject to any additional requirements by the SEC, the Directors shall cause true accounts to be kept of (1) all sums of money received and expended by the Company and the matters in respect of which such receipt and expenditure take place. (2) all sales and purchase of goods by the Company, and (3) assets, credits and liabilities of the company, and generally of all its commercial, financial and other affairs, transactions and engagements and of all other matters necessary for showing the true financial state and condition of the



company, and the accounts shall be kept in English in such manner as the Directors may deem fit, and the books of account shall be kept at the office or such other place or places as the Directors think fit and shall be open to inspection by the Directors during business hours. The directors shall comply with the requirements of the Act in this regard.

Inspection by members of accounts and books of the company

163. The Directors shall from time to time determine whether and to what extent and at what time and places and under what conditions or regulations the accounts and books of the company or any of them shall be open to inspection of members not being Directors and no member, not being a Director, shall have any right of inspecting any account or book or documents of the company except as conferred by law or authorized by the Directors or by the Company in General Meeting.

Statement of account report to be furnished to general meeting, balance sheet to be served to every member

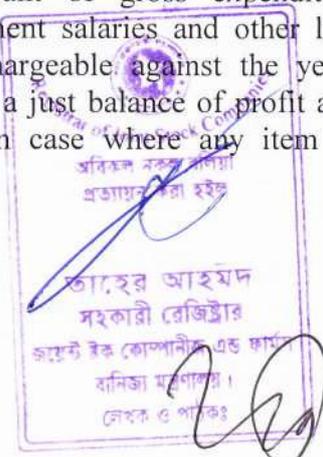
164. Subject to any requirement of the SEC Once at least in every calendar year the Directors shall lay before the Company in General Meeting a profit & loss Account for the period since the preceding account or in the case of a first account since incorporation of the Company and a Balance Sheet containing a summary of the property and liabilities of the Company made up to a date not more than nine months before the meeting and every such Balance Sheet shall be accompanied by a report, to be attached thereto, of the Directors as to the state and every condition of the Company and as to the amount, if any which they recommend to be paid out of the profits by way of dividend and the amount, if any, set aside by them for the Reserve Fund, General Reserve or Reserve Account shown specifically in the Balance Sheet or shown specifically in subsequent Balance Sheet.

Particulars of profit and loss account

165. Subject to any requirement of the law and SEC The Profit and Loss Account shall include particulars showing the total of the amount paid whether as fees, percentages or otherwise to the Directors as remuneration for their services and the total of the amount if any written off for depreciation.

Further particulars in profit and loss account

166. The Profit and loss account shall show arranged under the most convenient heads the account of gross income distinguishing the several sources from which it has been derived and the amount of gross expenditure distinguishing the expenses of the establishment salaries and other like matters, every item of expenditure fairly chargeable against the years income shall be brought into accounts so that a just balance of profit and loss may be laid before the meeting and in case where any item of expenditure which may in fairness be



distributed over several years, has been incurred in anyone year the whole amount of such item shall be stated together with, unless the company in General Meeting shall determine otherwise, a statement of the reasons why only portion of such expenditure is charged against the income of the year.

Balance and the profit and loss account

167. The Balance Sheet and profit & loss Account and the Directors report shall be signed by one Director and by the Managing Director and the auditors report shall be attached to the Balance Sheet and the Profit and Loss account. A copy of the such Balance Sheet and the Profit and Loss account so audited together with a copy of the auditors report shall at least fourteen days before the general meeting of the company be sent to every member of the company and every debenture holder of whose address the company is aware of and a copy of the same shall be kept open at the office for inspection by the members of the company during a period of at least fourteen days before that meeting.

Copies of balance sheet, profit and loss account shall be filed with the Registrar

168. After the Balance Sheet and profit and loss account have been laid before the company at General Meeting required copies thereof signed by the Managing Director or Secretary shall be filed with Registrar of Joint Stock Company (and the SEC if the Company is listed in Stock Exchange) together. With the annual list of member and summary prepared in accordance with requirements of the Act.

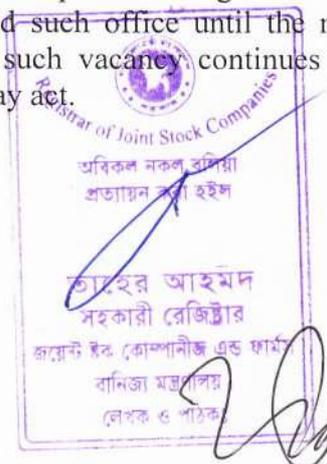
### AUDIT

Account to be audited

169. Subject to any additional requirements by the SEC or the Act, once at least in every year the accounts or Company shall be audited and the Balance Sheet prepared by one or more Auditors.

170. The Company at each Annual General Meeting shall appoint an auditor or auditors being a Chartered Accountant or Accountants to hold office until the next Annual General Meeting subject to the provision that:

01. The Directors may fill up any casual vacancy that may occur in the office of the Auditor by appointment of a person being Chartered Accountant or Accountant who shall hold such office until the next Annual General Meeting but while any such vacancy continues the surviving or continuing Auditors if any, may act.



02. A Director or Officer of the Company, or a partner or person in the employment of such Director or officer or any person, indebted to the Company shall not be appointed Auditor of the Company

03. If any person after being appointed Auditor becomes indebted to the Company his appointment shall thereupon be terminated.

04. The first auditor of the Company may be appointed by the Directors before the Statutory Meeting and if so appointed shall hold office until the first Ordinary General Meeting unless previously removed by a resolution of the shareholders in General Meeting in which case the shareholders of such meeting may appoint auditors.

05. Retiring Auditor shall be eligible for re-election.

06. No person other than a retiring Auditor shall be capable of being appointed to the office of auditor at an Annual Ordinary General Meeting unless notice of an intention to nominate that person be given by a member to the Company not less than fourteen days before the day appointed for holding of such Ordinary General Meeting.

171. The remuneration of Auditors of the Company shall be fixed by the company in General Meeting except that the remuneration of any Auditors appointed before the statutory Meeting or to fill any casual vacancy, may be fixed by the Directors.

172. Every Auditors of the company shall have a right of access at all time to the books, assets and accounts and voucher of the company and shall be entitled to require from the Directors and Officers of Company such information and explanation as may be necessary for the performance of the duties of the Auditors and the auditors shall make a report to the shareholders on the accounts examined by them and on every Balance Sheet and Profit and Loss Account laid before the Company in General Meeting during their tenure of office and the report shall be open to inspection by any member of the Company.

173. The Auditors of the Company shall be entitled to receive notice and to attend any General Meeting of the company at which any account which have been examined or reported on by them are to be laid before the Company and may make statements or explanation they desire with respect to the accounts.



174. Every account when audited and approved by a General Meeting shall be conclusive except as regards any error discovered therein within three months after the approval thereof. Whenever any such error is discovered within that period, the account shall forthwith be corrected and henceforth shall be conclusive.

### NOTICE

175.01. A notice which expression shall be deemed to include and shall include any summons, notice, process, order, judgment or any other document in relation to the Company, may be given by the Company to any member either by sending it by post or courier to him to his registered address; additionally, notice of general meetings will be advertised in at least two daily newspapers of the capital.

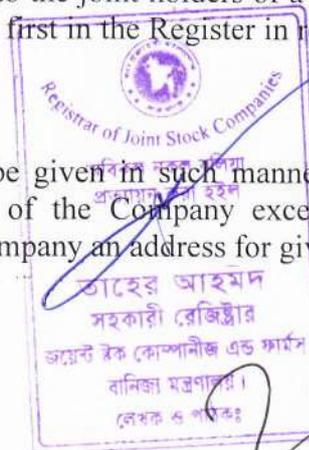
02. Where a notice is sent by post, service of such notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice and unless the contrary is proved, to have been effected at the time at which the letter would be delivered in the ordinary course of post.

176. If a member has no registered address and his not supplied to the Company an address for giving of notices to him, a notice addressed to him may be the advertised in a newspaper circulating in the of registered office and it shall be deemed to be duly given to him on the day on which the advertisement appears.

177. A notice may be given by the Company to the persons entitled to any share consequent to the death or insolvency of a member by sending it through the post in a prepaid letter address to them 'by name or by the title of representatives of the deceased or at the address supplied for the purpose by the persons claiming to be so entitled and until such an address has been so supplied, by the notice in any manner in which the same might have been given if the death or insolvency had not occurred.

178. A notice may be given by the Company to the joint holders of a share by giving the notice to the joint holder named first in the Register in respect to the share.

179. Notice of every General Meeting shall be given in such manner herein before authorized to (1) every member of the Company except those members who have not supplied to the, Company an address for giving



notice to them and also to (2) every persons entitled to the share in consequence of death or insolvency would be entitled to receive notice of the meeting, in case the shares of the Company have been dematerialized and quoted in the Stock Exchange the notice shall be sent to such persons whose names appear in the list maintained in the Depository participant or direct account holder.

180. Any notice to be given by the Company shall be signed by any Director or the secretary or by such other officer as the Directors may appoint such signature may be written, printed or lithograph.

181. Every person who, by operation of law, transfer or other means whatsoever shall become entitled to any share shall be bound by every notice in respect of such share which previous to his name and address and title to the share being entered on the register shall duly to given to the person from whom he derives his title to such share.

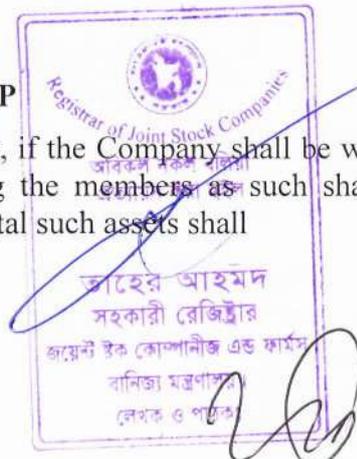
182. Any notice given in pursuance or document delivered or sent by the post to or left at the registered address of any member or at the address given by him shall not withstanding such member be then deceased and whether or not the Company have notice of his death be deemed to have been duly served in respect of any registered share, whether held solely or jointly with other persons by such member until some other persons be registered in his stead as the holder or the joint holder thereof, and such service shall for all purpose of these present be deemed a sufficient service of such notice or document of his heirs, executors or administrators and all persons, if any jointly interested with him in any such share.

#### AMENDMENT, ALTERATION, ADDITION OR EXCLUSION

183. The Board of the Company may, subject to the provisions of the Act and to the conditions contained in this Memorandum as well, by special resolution alter, exclude from or add to this Articles of Association, and any alteration, exclusion, or addition so made shall be as valid as if originally contained therein.

#### WINDING UP

184. Subject to the provisions of these present, if the Company shall be wound up, if asset available for distribution among the members as such shall be insufficient to repay whole of the paid up capital such assets shall





Sl. No.	Name address & description of Subscribers	No. of share taken by each subscriber	Age/Date of Birth	Signature of Subscribers
1.	Mr. Iqbal Mahmood Secretary-in-charge Ministry of Posts & Telecommunications (Chairman)	2 (Two) shares	30-11-1955	
2.	Mr. Kamaluddin Ahmed Joint Secretary Ministry of Information	2 (Two) shares	04-01-1955	
3.	Mrs. Razia Begum Joint Secretary Finance Division	2 (Two) shares	30-11-1958	
4.	Mr. Gazi Mizanur Rahman Joint Secretary Ministry of Posts & Telecommunications	2 (Two) shares	18-11-1955	
5.	Mr. Md. Rafiqul Islam Brigadier General, Director, Signals Directorate, AHQ. Dhaka.	2 (Two) shares	15-07-1956	
6.	Mr. Muhammad Zafar Iqbal Professor Shahjalal University of Science & Technology, Sylhet.	2 (Two) shares	23-12-1952	
7.	Mr. Humayun Kabir F.C.A President, Institute of Chartered Accountants.	2 (Two) shares	01-01-1960	
8.	Mr. Annisul Huq President, Federation of Chamber of Commerce & Industry.	2 (Two) shares	27-10-1952	
9.	Mr. Md. Ashraful Alim MD/CEO, BTCL (Present Chairman, BTTB)	2 (Two) shares	10-07-1953	

Total :18 (Eighteen) Shares

Dated: The 8<sup>th</sup> the day of July, 2009

Name, Address & Description of witnesses

- (1) MR. Syed Ali Ahsan  
Company Secretary  
Bangladesh Telecommunications Co. Ltd.  
Telejogajog Bhaban, Dhaka-1000.
- (2) MR. Md. Abdul Malek  
  
Assistant Secretary, BTCL