



TITAS GAS TRANSMISSION & DISTRIBUTION CO. LTD.

(A COMPANY OF PETROBANGLA)

Ref. No. 28.13.0000.030.06.001.24/1248

Date : 25 February, 2024

Notice of the Extra Ordinary General Meeting

Notice is hereby given to all Shareholders of Titas Gas Transmission and Distribution Company Ltd. that the Extra Ordinary General Meeting of the Shareholders of the Company will be held on Wednesday, 20 March 2024 at 4:30 P.M. by using **Digital Platform** through the link <https://titasgasegm.virtualegmbd.com> to transact the following business and adopt necessary resolutions:

Agenda:

1. To approve for changing the name of the organization as “Titas Gas Transmission and Distribution PLC” in Bangla “তিতাস গ্যাস ট্রান্সমিসন এন্ড ডিস্ট্রিবিউশন পিএলসি” in place of earlier name “Titas Gas Transmission and Distribution Company Limited” in Bangla “ তিতাস গ্যাস ট্রান্সমিসন এন্ড ডিস্ট্রিবিউশন কোম্পানী লিমিটেড”
2. To approve the issuance of preference share converting the amount of deposit for the share of government and pass the following resolution as Special resolution, with and without modification:

Issuance of 28,27,47,469 (Twenty Eight Crores Twenty Seven Lac Forty Seven Thousand Four Hundred Sixty Nine) Irredeemable Non-cumulative Preference Share of face value of Taka10.00 (TakaTen) each, for the amount Taka 282,74,74,690.00 (Taka Two Hundred Eighty Two Crore Seventy four Lac Seventy Four Thousand Six Hundred Ninety) in favor of Petrobangla, be and is hereby approved subject to the consent of the Bangladesh Security and Exchange Commission (BSEC). It is notified that every financial year ended the accumulated deposit for share amount will be issued as Irredeemable Non-cumulative Preference Share according to instruction of Ministry of Finance. According to Govt. order dividend rate of preference shareholders is as following formula:

সরকারের অগ্রাধিকার শেয়ার লভ্যাংশ = { অগ্রাধিকার শেয়ার মূলধন/(সাধারণ শেয়ার মূলধন+ অগ্রাধিকার শেয়ার মূলধন)} x কর পরবর্তী নীট মুনাফার ২৫%

অগ্রাধিকার শেয়ার মূলধন

অর্থাৎ, সরকারের অগ্রাধিকার শেয়ার লভ্যাংশ = $\frac{\text{অগ্রাধিকার শেয়ার মূলধন}}{\text{সাধারণ শেয়ার মূলধন+ অগ্রাধিকার শেয়ার মূলধন}}$ x কর পরবর্তী নীট মুনাফার ২৫%

3. To change the relevant clauses of the Memorandum and Articles of Association of the Company in order to allocate the Authorized Share Capital of the Company to Taka 2000,00,00,000.00 (Taka Two Thousand Crores) divided into 200,00,00,000 (Two Hundred Crores) shares of Taka 10.00 (Taka Ten) each.

Existing clause of the Memorandum of Association	Proposed Resolution
Clause # 5: The share capital of the company is Taka Two Thousand Crores (2000,00,00,000.00) divided into Two Hundred Crores (200,00,00,000) shares of	Clause # 5: The Authorized Share Capital of the Company is Taka 2000,00,00,000.00 (Taka Two Thousand Crores) out of which Taka 1200,00,00,000.00 (Taka One Thousand Two Hundred Crores) divided into

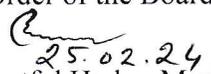


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Taka Ten (10.00) each, with power to the Company to increase or reduce the capital, to divide the shares in the capital for the time being into several classes and to attach thereto respectively such preferential, deferred, qualified or special rights, privileges or conditions as may be determined by the Company and to vary, modify or abrogate such rights, privileges or conditions and consolidate or sub-divide the shares and issue shares of higher or lower denominations.	120,00,00,000 (One Hundred Twenty Crores) ordinary shares of Taka 10.00 (Ten) each and Taka 800,00,00,000.00 (Taka Eight Hundred Crores) divided into 80,00,00,000 (Eighty Crores) Preference Shares of Taka 10.00 (Taka Ten) each, with power to the Company to increase or reduce the capital, to divide the shares in the capital for the time being into several classes and to attach thereto respectively such preferential, deferred, qualified or special rights, privileges or conditions as may be determined by the Company and to vary, modify or abrogate such rights, privileges or conditions and consolidate or sub-divide the shares and issue shares of higher or lower denominations.
Existing Heading of the Article Of Association	Proposed Resolution
SHARES	SHARES AND CAPITAL
New Clause of the Article Of Association	
Clause # 2A : The Authorized Share Capital of the Company is Taka 2000,00,00,000.00 (Taka Two Thousand Crores) out of which Taka 1200,000,00,00.00 (Taka One Thousand Two Hundred Crores) divided into 120,000,000 (One Hundred Twenty Crores) ordinary shares of Taka 10.00 (Taka Ten) each and Taka 800,00,00,000.00 (Taka Eight Hundred Crores) divided into 80,00,00,000 (Eighty Crores) Preference Shares of Taka 10.00 (Taka Ten) each, with power to the Company to increase or reduce the capital, to divide the shares in the capital for the time being into several classes and to attach thereto respectively such preferential, deferred, qualified or special rights, privileges or conditions as may be determined by the Company and to vary, modify or abrogate such rights, privileges or conditions and consolidate or sub-divide the shares and issue shares of higher or lower denominations	

By Order of the Board


25.02.24.
(Md. Lutful Hyder Masum)
Company Secretary

Notes:

1. The "Record Date" has been fixed on Tuesday, 20 February, 2024. The Shareholders' names appearing in the Register of Shareholders of the Company in the Depository on the "Record Date" will be eligible to attend the EGM.
2. Any Shareholder of the Company eligible to attend and vote at the extra ordinary general meeting may appoint a proxy to attend and vote on his/her behalf. The proxy form duly filled in and signed by the Shareholder and stamped (Tk.20.00) must be submitted at the Registered Office (Titas Gas Bhaban, 105, Kazi Nazrul Islam Avenue, Kawran Bazar C/A, Dhaka-1215) of the Company at least 48 hours before the meeting.
3. As per BSEC order No. SEC/SRMIC/94-231/25, dated: 08 July 2020; the imminent EGM of the Company shall be conducted through **Digital Platform**.
4. The members are requested to participate 1 (one) hour (BD time) before commencement of the EGM by using link <https://titasgasegm.virtualegmbd.com> . In case of logging in to the System , the members need to put their 16 digit BO ID numbers as user name and share number as password (based on record date data) to proof their identity.
5. The link of virtual EGM and detail procedures to participate in the EGM shall be notified to the valued shareholders' E-mail ID and contact number in due . 