



## GSP FINANCE COMPANY (BANGLADESH) LIMITED

Registered Office: 1, Paribagh, Mymensingh Road, Dhaka-1000

Phone: 88-02-9674306, Fax: 88-02-9674194

Website: www.gspfinanceco.com

### **NOTICE OF THE 8<sup>TH</sup> EXTRA – ORDINARY GENERAL MEETING**

Notice is hereby given that the 8<sup>th</sup> Extra-Ordinary General Meeting of the members of GSP Finance Company (Bangladesh) Limited will be held on Monday, October 21, 2013 at 11.00 a.m. at **Institution of Diploma Engineers, Bangladesh**, IDEB Bhaban, 160/A, Kakrail, Dhaka-1000 to transact the following businesses and, if deem fit to adopt the following resolutions as special resolutions as proposed by the Board of Directors:

#### **AGENDA**

**1. To consider amendment of Clause no. V of the Memorandum of Association and Article no. 7 of the Articles of Association of the Company to increase the Authorized Capital of the Company to Tk. 200 crore from existing Tk. 100 crore.**

#### **Proposed Special Resolution:**

**"RESOLVED** that the Clause no. V of the Memorandum of Association of the Company be and is hereby amended as proposed below:

Existing	Proposed
The authorised capital of the company is Tk.1,000,000,000 divided into 100,000,000 shares of Tk.10 each. Subject and without prejudice to any special rights or privileges for the time being attached to any special class of shares for the time being forming part of the capital of the company any of the shares in the original capital for the time being unissued, and any new shares from time to time to be created, may from time to time be issued with any such right of preference, whether in respect of dividend or of repayment of capital, or both, or any such other special privilege or advantage over any shares previously issued or then about to be issued or with such preferred, deferred, or other special rights or such restrictions as compared with any other shares previously issued, or then about to be issued, and without any special or restricted rights or without any right of voting, and generally on such terms and subject to such conditions and provisions as may from time to time be determined in accordance with the Articles of Association for the time being in force.	The authorised capital of the company is Tk.2,000,000,000 divided into 200,000,000 shares of Tk.10 each. Subject and without prejudice to any special rights or privileges for the time being attached to any special class of shares for the time being forming part of the capital of the company any of the shares in the original capital for the time being unissued, and any new shares from time to time to be created, may from time to time be issued with any such right of preference, whether in respect of dividend or of repayment of capital, or both, or any such other special privilege or advantage over any shares previously issued or then about to be issued or with such preferred, deferred, or other special rights or such restrictions as compared with any other shares previously issued, or then about to be issued, and without any special or restricted rights or without any right of voting, and generally on such terms and subject to such conditions and provisions as may from time to time be determined in accordance with the Articles of Association for the time being in force.

**"RESOLVED further that** the Article no. 7 of the Articles of Association of the Company be and is hereby amended as proposed below:

Existing	Proposed
The authorised Capital of the Company is TK. 1,000,000,000 divided into 100,000,000 shares of Tk.10 each.	The authorised Capital of the Company is TK. 2,000,000,000 divided into 200,000,000 shares of Tk.10 each.

**2 To approve the proposal for raising the Paid up Capital of the Company by Issuing Rights shares at the ratio of 2 (two) [R] : 3 (three) i.e. 2 (two) Rights shares for every 3 (three) existing shares at an issue price of Tk.10 each (at par) on the basis of financial statements as on June 30, 2013 after considering 15% bonus share for the year ended December 31, 2012 :**

#### **Proposed Special Resolution:**

**"RESOLVED that** the proposal for issuance of Rights shares at the Ratio of 2 (two) [R] : 3 (three) i.e. 2 (two) Rights shares for every 3 (three) existing shares at an issue price of Tk.10 each (at par) on the basis of financial statements as on June 30, 2013 after considering 15% bonus share for the year ended December 31, 2012 be and is hereby approved subject to approval of the Bangladesh Securities and Exchange Commission and other regulatory bodies."

**"RESOLVED further that** the Company will thereby raise a total fund of Tk. 401,815,270 only (Taka Forty crore eighteen lacs fifteen thousand two hundred seventy) divided into 40,181,527 number of shares of Tk.10 each through Rights Issue."

All members are requested to attend the meeting on the date, time and place as mentioned above.

By order of the Board

Sd/-

Md. Mizanur Rahman  
Company Secretary

Dhaka, Bangladesh  
September 12, 2013

#### **Notes:**

1. The 'Record Date' in lieu of Book Closure shall be September 24, 2013.
2. The members whose names appear in the Members Register of the Company or in the list of the Depository (CDBL) on the Record Date will be eligible to attend the 8th EGM and to Vote in the meeting.
3. For determination of entitlement of the proposed Rights Shares, another Record Date shall be declared after obtaining approval from the Bangladesh Securities and Exchange Commission.
4. A member entitled to attend and vote at the EGM may appoint a proxy to attend and vote in his/her behalf (such proxy shall be a shareholder of the Company). The Proxy Form, duly filed and stamped, must be deposited at the Registered Office of the Company not later than 48 hours before the time fixed for the meeting.
5. Admission to the meeting will be strictly on production of the attendance slip.
6. In case of non-receipt of the Notice of the Company sent through courier, Members may collect the same from the Registered Office of the Company within October 20, 2013.

**Members may please note that no gift or benefit in cash or kind shall be given at the EGM.**



**GSP Finance Company (Bangladesh) Limited**

1, Paribagh, Mymensingh Road  
Dhaka-1000

**PROXY FORM**

I/We.....

of.....being a shareholder of GSP  
Finance Company (Bangladesh) Limited do hereby appoint

Mr./Mrs.....

of.....

(or failing his/her)

Mr./Mrs.....

of.....as my/our Proxy  
to attend and vote on my/our behalf at the 8<sup>th</sup> Extra-Ordinary General Meeting of the Company to be held on October 21, 2013  
Monday at 11.00 a.m. at **Institution of Diploma Engineers, Bangladesh**, IDEB Bhaban, 160/A, Kakrail, Dhaka-1000 or at any  
adjournment thereof or any ballot to be taken in consequence thereof.

Signed this.....day of October 2013

.....  
Signature of the proxy

.....  
Signature of the Shareholder(s)

BO ID No.....

No of shares being held.....

Revenue  
Stamp of  
Tk.20.00

**Notes:**

- I) This Form of Proxy, duly completed must be deposited at least 48 hours before the meeting of the Company's Registered Office.  
Proxy is invalid if not signed and stamped as indicated above.
- II) Signature of the Shareholder should agree with the specimen signature registered with the Company or BO Account/CDBL Record.



**GSP Finance Company (Bangladesh) Limited**

1, Paribagh, Mymensingh Road,  
Dhaka-1000.

**ATTENDANCE SLIP**

I/We hereby record my/our attendance at the 8<sup>th</sup> Extra-Ordinary General Meeting of the Company to be held on October 21, 2013  
Monday at 11.00 a.m. at **Institution of Diploma Engineers, Bangladesh**, IDEB Bhaban, 160/A, Kakrail, Dhaka-1000.

Name of the shareholder(s) / Proxy (in Block Letters).....

BO ID No.....

No of shares being held.....

.....  
Signature of the Shareholder(s)/Proxy

Date: .....

N.B.: Shareholders attending the meeting in person or by proxy are requested to complete Attendance Slip and deposit the same  
at the entrance of the meeting hall.

**বি: দ্র: সম্মানিত শেয়ার হোল্ডারবৃন্দের অবগতির জন্য জানানো যাচ্ছে যে, আসন্ন বিশেষ সাধারণ সভায় (ইজিএম) কোন প্রকার  
আপ্যায়নের ব্যবস্থা নেই।**