



# কন্টিনেন্টাল ইন্স্যুরেন্স লিমিটেড Continental Insurance Limited

Ideal Trade Centre (7<sup>th</sup> Floor), 102 Shahid Tajuddin Ahmed Sarani, Tejgaon, Dhaka-1208

## **NOTICE OF THE SECOND EXTRA ORDINARY GENERAL MEETING**

Pursuant to the decision of S.E.C. notice is hereby given to all shareholders of Continental Insurance Limited that the 2<sup>nd</sup> Extra-Ordinary General Meeting (EGM) of the Company will be held on Thursday, October 27, 2011 at 10.00 a.m at Multipurpose Hall, Institution of Diploma Engineers, Bangladesh, 160 Kakrail, Dhaka to transact the following business, and to consider and if thought fit, to pass, with or without modification, the following resolution(s) as Special Resolution(s).

### **Proposed Special Resolutions:**

- 1. To change the denomination of shares of the Company from the existing Tk.100/- each to Tk.10/- each:**

Resolved that the denomination of shares of the Company be and is hereby changed from the existing Tk.100/- (Taka one hundred) each to Tk.10/- (Taka ten) each and accordingly the clause no.v and 6 of Memorandum and Articles of Association of the Company to amend.

### **2. Amendment of Clause V of the Memorandum of Association of the Company.**

<b>Existing Clause V</b>	<b>Proposed amendment</b>
The Authorized Capital of the Company is Taka 60,00,00,000/-(Taka Sixty Crore) divided into 60,00,000 Ordinary share of Taka 100/- each with rights and privileges and conditions attached thereto as are provided by the Articles of Association of the Company for the time being with power to increase and reduce the capital of the Company. Such increase and reduction of capital may be made in accordance with the provisions of The Insurance Act, 1938 and The Insurance Rules 1958 with the prior approval of the Chief Controller of Insurance.	The Authorized Capital of the Company is Taka 60,00,00,000/-(Taka Sixty Crore) divided into 6,00,00,000 Ordinary share of Taka 10/- each with rights and privileges and conditions attached thereto as are provided by the Articles of Association of the Company for the time being with power to increase and reduce the capital of the Company. Such increase and reduction of capital may be made in accordance with the provisions of the prevailing Insurance Act, with the prior approval of the Insurance Development & Regulatory Authority.

### **3. Amendment of Article 6 of the Articles of Association of the Company.**

<b>Existing Article 6</b>	<b>Proposed amendment</b>
The authorized capital of the Company shall be Taka 60,00,00,000 (Taka Sixty crore) divided into 60,00,000 Ordinary shares of Tk.100/- each. The Company shall every right to increase or decrease or reduction, after its share capital including any change in the right of its members with a resolution of its General Meeting subject to the provisions of the Companies Act and approval of the Chief Controller of Insurance under the Insurance Act 1938 and Insurance Rule 1958.	The authorized capital of the Company shall be Taka 60,00,00,000 (Taka Sixty crore) divided into 6,00,00,000 Ordinary shares of Tk.10/- each. The Company shall every right to increase or decrease or reduction, after its share capital including any change in the right of its members with a resolution of its General Meeting subject to the provisions of the Companies Act and approval of the Insurance Development and Regulatory Authority under the prevailing Insurance Act.

- 4. The existing market lot of the shares of our Company will be 250 (Two hundred & fifty) instead of 50 (fifty) shares.**

Dated, Dhaka  
September 22, 2011

By order of the Board of Directors  
Sd/-  
**(Mirza Md. Alauddin)**  
Company Secretary

### **Notes:**

- October 4, 2011 is the Record Date.**
- The shareholders whose names will appear in the "Register of Members" of the Company or in the "Depository Register" on the "Record Date" will be eligible to attend and vote at the Extra Ordinary General Meeting.
- The "Record date" for the purpose of the proposed "denomination" of shares will be announced subject to approval from the regulatory authorities.
- Any shareholder of the Company entitled to attend and vote at the EGM may appoint a proxy to attend and vote on his/her behalf.
- The instrument appointing a proxy duly completed, signed and stamped must be submitted to the Registered Office of the Company not less than 48 (Forty Eight) hours before the meeting.