



In Search of Excellence

REGISTERED OFFICE: ORION HOUSE, 153-154 TEJGAON I/A, DHAKA-1208.

NOTICE OF AN EXTRA-ORDINARY GENERAL MEETING

Notice is hereby given that an **Extra-Ordinary General Meeting (EGM)** of the Shareholders of **Orion Pharma Limited** will be held on **Sunday, December 15, 2019 at 11.45 am at Officers Club, 26, Baily Road, Ramna, Dhaka-1000, Bangladesh**, 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. Proposal for changing Clause no. 115 of the Articles of Association of the Company to revise the Board Meeting Attendance Fee of the members of the Board of Directors of Orion Pharma Limited.**

“RESOLVED THAT the proposal for increasing the Board Meeting Attendance Fee of the members of the Board of Directors of Orion Pharma Limited from BDT. 7,500.00 (Seven Thousand Five Hundred) to BDT. 10,000.00 (Ten Thousand), was approved.”

“FURTHER RESOLVED THAT clause no. 115 of the Articles of Association of the Company, be and is hereby amended and shall be substituted to read as follows :

115. Each Director shall be paid out of the funds of the Company, by way of remuneration, not exceeding Tk. 10,000.00 or such sum as may be decided by the Board of Directors and approved by the Shareholders in the General Meeting from time to time for attending such meeting of the Board of Directors and/or Committee of the Board of Directors.”

- 2. Proposal for approval of Related Party Transactions of Orion Pharma Limited for the financial year ended on 30th June, 2019.**

“RESOLVED THAT the Related Party Transactions mentioned in the note no. 37.1 of the Audited Financial Statements of Orion Pharma Limited for the year ended on 30th June, 2019, was considered and approved in compliance with the provisions imposed by Securities and Exchange Commission (BSEC).”

All the Shareholders of Orion Pharma Limited, as on Record Date, are requested to make it convenient to attend the general meeting accordingly.

By Order of the Board

Date: **November 07, 2019**

Dhaka

Md. Ferdous Jaman

Company Secretary

Note:

- 1. “Record Date” shall be November 28, 2019 (Thursday).**

Shareholders whose names appeared in the Depository/Members Register on the Record Date will be eligible to attend the Extra-Ordinary General Meeting (EGM).

- 2. A member entitled to attend and vote at the EGM may appoint a proxy to attend and vote on his/her behalf. The proxy form, duly stamped (BDT. 20.00), must be deposited at the Company’s Corporate Office not later than 48 hours before the time fixed for the meeting and in default, Form of Proxy will not be treated as valid.**

Attention : As per BSEC Guidelines, the Shareholders shall not be entertained with any gift/food item in the ensuring EGM

