

Pragati Life Insurance Limited

Head Office: Pragati Insurance Bhaban (6th Floor), 20-21 Kawran Bazar, Dhaka -1215

E-mail: info@pragatilife.com, Website: www.pragatilife.com

PABX : 8189184 -7, Fax : 9124024,

NOTICE OF THE 1st EXTRA-ORDINARY GENERAL MEETING

Notice is hereby given to all members of Pragati Life Insurance Limited that the 1st Extra-ordinary General Meeting (EGM) of the Company will be held on Sunday, 27 November 2011 at 11:00 A.M at Pragati Insurance Bhaban(4th Floor), 20-21 Kawran Bazar, Dhaka-1215 to adopt Special Resolution in order to change denomination of shares. The text of the Special Resolutions are set out below:

Proposed Special Resolutions

1. To change denomination of shares by fixing the face value of the shares at Tk.10.00 each instead of existing Tk. 100/- each .

2. To amend Clause V of the Memorandum of Association to read as under :

Existing Clause

The capital of the company is Taka 25,00,00,000 (Taka twenty five crores) divided into 25,00,000 (Twenty five lacs) Ordinary shares of Tk. 100 each with such rights, privileges and conditions attaching thereto as are provided by the regulations of the Company for the time being with power to increase and reduce the capital of the Company and 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 right, privileges or conditions as may be governed by or in accordance with the regulations of the Company and to vary modify or abrogate any such rights, privileges or condition in such manner as may for the time being be provided by the regulations 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.

Proposed amendment

RESOLVED that the capital of the company is Taka 25,00,00,000 (Taka twenty five crores) divided into 2,50,00,000(Two crores fifty lacs) Ordinary shares of Tk. 10 each with such rights, privileges and conditions attaching thereto as are provided by the regulations of the Company for the time being with power to increase and reduce the capital of the Company and 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 right, privileges or conditions as may be governed by or in accordance with the regulations of the Company and to vary modify or abrogate any such rights, privileges or condition in such manner as may for the time being be provided by the regulations 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.

3. The existing market lot of the shares of the Company will be 500(Five Hundred) shares instead of 50(Fifty) shares.

By order of the Board of Directors

(Mozammel Hossain)

Company Secretary

Dated: Dhaka, 20 October, 2011

NOTES:

- (a) The record date: 31 October 2011.
- (b) Members of the Company whose names appear in the Register of members upto the record date will be entitled to attend the Extra-Ordinary General Meeting.
- (c) A member wishing to appoint a Proxy, must deposit the Proxy Form duly stamped to the Company's Registered Office at least 72 hours before the meeting.
- (d) Only the shareholders or their appointed proxies can attend the meeting. A proxy must be a member of the Company.
- (e) Entry to the Extra-Ordinary General Meeting is reserved only for the shareholders or his/her Proxy. No guests & children shall be allowed entrance in the meeting.
- (f) Admission into the venue of the Extra-Ordinary General Meeting will be allowed on production of the Attendance Slip attached with the Proxy Form.

Information related to EGM are also available in the Company's website www.pragatilife.com

বিশেষ দ্রষ্টব্য : সম্মানিত শেয়ারহোল্ডারবৃন্দের সদয় অবগতির জন্য জানানো যাচ্ছে যে, সভা অনুষ্ঠানে কোন প্রকার খাবার বা উপহার প্রদান করা হবে না ।

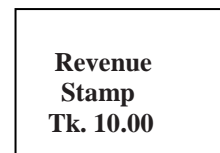


PRAGATI LIFE INSURANCE LIMITED
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PROXY FORM

I/ We of
 being a member of Pragati Life Insurance
 Limited and entitled to vote hereby appoint Mr./Mrs./Miss of
 another member of the Company as
 my/our proxy to attend and vote for me/us and on my/our behalf at the 1st Extra-ordinary General Meeting of the Company to
 be held on the Sunday, the 27 November 2011 at 11:00 AM at Pragati Insurance Bhaban (4th floor), 20-21 Kawran Bazar,
 Dhaka-1215 or at any adjournment thereof.

As witness my/our hand this day of 2011



 Signature of the Proxy

 Signature of Shareholder(s)

BO ID: -----.

BO ID: -----

No. of Shares held: -----

Notes:

A member entitled to attend and vote at the meeting may appoint another member his/her proxy to attend and vote on his/her behalf.

A Proxy must be a member of the Company

Forms of proxy, duly stamped and signed must be deposited at the Company's Registered Office not later than 72 hours before the time appointed for the Meeting. In default forms of proxy will not be treated as valid.

 Authorised Signature
 Pragati Life Insurance Ltd.

 Signature Verified



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ATTENDANCE SLIP

I/We hereby record my/our attendance at the 1st Extra-ordinary General Meeting of the Company to be held on the Sunday, the 27 November 2011 at 11:00 AM at Pragati Insurance Bhaban (4th floor), 20-21 Kawran Bazar, Dhaka-1215.

Name of Proxy -----

Name of Shareholder(s) -----

BO ID: -----

No. of Shares held: -----

Signature of the Proxy: -----

BO ID: -----

Signature: -----

N.B. Please present this slip at the Registration Counter and sign which must be matched with your recorded signature which has scanned