

ইসলাম নং ১১০২১
ট্রাস্টা. কোর্টিকি ও
প্রকৃ. নগরায়িত।

REG. NO. ০৫ DATE 14.09.25

THE COMPANIES ACT, 1994 (ACT XVIII OF 1994)

A PUBLIC COMPANY LIMITED BY SHARES



MEMORANDUM OF ASSOCIATION

REG. NO. DATE

OF

SK MOSHUR RAHMAN
Advocate
Dhaka Judge Court, Dhaka
Notary Public For Whole of Bangladesh
Mob: 01736-831112
Email: Notarypublic019@gmail.com

AUTHENTICATED
SK MOSHUR RAHMAN
Advocate
Dhaka Judge Court, Dhaka
Notary Public For Whole of Bangladesh
Mob: 01736-831112
Email: Notarypublic019@gmail.com



MEGHNA BANK PLC

স্বাক্ষর
অধীক্ষক, নগর, ট্রাস্টা
স্বাক্ষর
(মোহাম্মদ আব্দুল
সব্বাগ) বোর্ডিং
মেজিষ্ট্রেটের শাখা
মেজ C. জিয়া
১৪/০৯/২৫

THE COMPANIES ACT, 1994
(ACT XVIII OF 1994)
A PUBLIC COMPANY LIMITED BY SHARES
MEMORANDUM OF ASSOCIATION
OF
MEGHNA BANK PLC

1. The name of the company is **MEGHNA BANK PLC** (herein under called the Company).
2. The registered office of the Company will be situated in Bangladesh.
3. The objects for which the Company is established are:
 - 3.01. to carry on, transact, undertake and conduct the business of banking in Bangladesh and abroad as provided in Section 7 of the Bank Companies Act 1991 of Bangladesh or any amendment or replacement thereof including but is not limited to buy and sell bullion and species, deal in foreign exchange including buying and selling of foreign exchange, entering into hedging and derivative transaction and negotiating and discounting of export documents and all other matters related to foreign exchange business, arrange safe-deposit vaults and safe custody of valuables of all kinds, engage in sale and purchase of any stocks, shares or securities or for any other monetary or mercantile transaction, receive deposit from various persons, associations, trust, agencies, government, lend money with or without collaterals, leasing of any tangible and intangible assets, engage in merchant banking, underwriting, managing and distributing stocks, shares, bonds, debentures, Import permits and other securities of different companies, provide custodial services, act as financiers, promoters, capitalists, financial and monetary agents, concessionaires, brokers, financial advisors, investment banker, official liquidator and receiver, engage in Islamic shariat based banking, private banking, priority banking, trusts and also to act as executor, trustee or otherwise and to open branches or liaison offices in Bangladesh or abroad for the purpose of banking;
 - 3.02. to draw, make, accept, endorse, discount, negotiate, execute and issue bonds, debentures, preferential shares or any other securities permitted under the laws and to issue bills of exchange, promissory notes, letters of credit, traveler's cheque, circular notes, other wares and merchandise, delivery orders, other mercantile indicia or tokens, bullion, stocks and shares, guarantees, indemnities.



3.03. to borrow or raise money or secure the payments of money by creating encumbrance over the assets of the Company including but is not limited to on the undertakings of the Company;

3.04. to purchase or otherwise acquire and undertake the whole or any part of or any interest in the business, goodwill, property, contracts, agreements, rights, privileges, effects and liabilities of any other company, corporation, partnership, body, person or persons carrying on, or having ceased to carry on any business which the company is authorized to carry on upon such terms and conditions as the Company may deem fit;

3.05. to acquire, contract, maintain or alter any immovable or movable property, rights or privileges which the company may deem necessary, or convenient for the purpose of its business;

3.06. to amalgamate, merger, reconstruction with any other company engaged in similar business;

3.07. to provide for and to establish and support or aid in the establishment or support of any association, institution, fund, trust and convenience calculated to the benefit of the employees and staff, former or present and their dependents;

4. It is hereby expressly declared that the objects of the Company as specified in each of the foregoing paragraphs except where otherwise expressed in such paragraph, shall be separate and independent objects of the Company and shall not be in any way limited or restricted by reference to or inference from the terms of any other paragraph or the order in which the same occur or the name of the Company;

5. This Memorandum shall not be changed without prior permission from Bangladesh Bank.

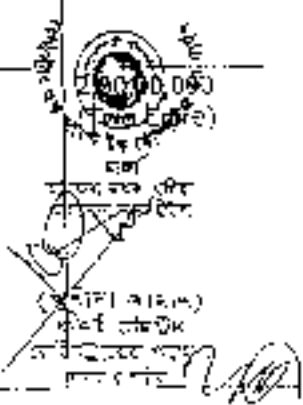
6. The liability of the members is limited.

7. The authorized capital of the Company is **Tk.2000,00,00,000.00 (Taka Two Thousand crore) divided into 200,00,00,000 (Two Hundred Crore)** ordinary shares of Tk. 10/(ten) each with the 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 in accordance with the Articles of Association of the Company and the law for the time being in force.



স্বাক্ষর
অতিরিক্ত মহান বালিকা
মহিলায় চাকরিতে
(মহিলা আয়তন)
মহিলায় চাকরিতে
মহিলায় চাকরিতে
মহিলায় চাকরিতে
মহিলায় চাকরিতে


We, the undersigned persons whose names and addresses are given below are desirous of being joined into a Public Limited Company in pursuance of this Memorandum of Association and we respectively are agreeable to take the number of Shares in the Capital of the Company set opposite to our respective names.

Sl. No.	Name, address, nationality and description of subscribers	Number of Shares taken by each Subscriber	Signature of Subscribers
1.	Name: Mr. H.N. Ashequr Rahman M.P. Father: Mr. Late Abdur Rahman Mother: Late Mrs. Kamila Khatun Address: "Rehann" House - 11, Road - 7, Block H, Baran, Dhaka. Date of Birth: December 11, 1941 E-mail: shmam@gmail.com Phone: 8802 8824450 TIN: 246-100-0577 NID/Passport No.: 351585474327 1 Nationality: Bangladeshi	1,07,00,000 (One Crore Seven lac)	
2.	Name: Mr. Abdul Alim Khan Selim Father: Late Mr. Abdul Halim Khan Mother: Mrs. Anwara Khamam Address: Flat- C-6, Sky View Kakeli, 23, Siddeshwari Road, Dhaka. Date of Birth: January, 1951 E-mail: meghnabank1@gmail.com Phone: 01713050104 TIN: 015-104-2398 NID/Passport No.: 7611429125531 Nationality: Bangladeshi	1,00,00,000 (One Crore)	
3.	Name: Maj Gen Amjad Khan Chowdhury (Retd.) Father: Late Ali Kashem Khan Chowdhury Mother: Late Amabir Rahman Kishwar Address: House - 228, Lake Road, New DOHS, Mohakhali, Dhaka. Date of Birth: November 30, 1939 E-mail: meghnabank1@gmail.com Phone: 8802 881060 TIN: 256-100-0226TU NID/Passport No.: 765083023 4942 Nationality: Bangladesh	2,00,00,000 (Two Crore)	
4.	Name: Legacy Fashion Limited Represented by: Mr. Md. Yasin Ali Father: Late Mr. Habib Ullah Miah Mother: Mrs. Anwara Begum Address: 1187 Jubilee Road, Chittagong. Date of Birth: April 19, 1962 E-mail: yasin.ali@regentex.com Phone: 031-616163 TIN: 305-200-4391 NID/Passport No.: 15041 16439/ 3 5 Nationality: Bangladesh	2,00,00,000 (Two Crore)	
5.	Name: Mrs. Farah Ahsan Father: Late M.A Latif Mother: Mrs. Ayusha Begum Address: House - 19, Road - 120, Gulshan -1, Dhaka. Date of Birth: February 8, 1964 E-mail: meghnabank1@gmail.com Phone: 8802 9839585 TIN: 250 100-7955 NID/Passport No.: 26926190547 29 Nationality: Bangladeshi		

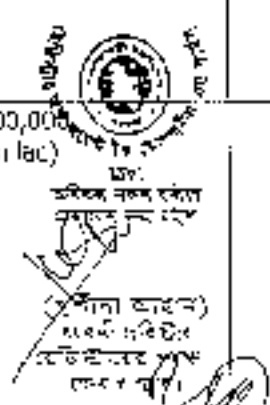
12.	Name: Mr. Ashiqur Rahman Lasker Father: Mr. Ashur Rahman Lasker Mother: Mrs. Shamshul Nazim Lasker Address: 'Lasker House' House - 205, Road - 5, Khulsi Hills, PS: Khulsi, Dist: Chittagong Date of Birth: November 18, 1975 E-mail: info@arl.com Phone: 860-3 1-255 123 1 TIN: 350-300-0504 NID/Passport No.: 1 59 4308137 807 Nationality: Bangladeshi	2,00,00,000 (Two Crore)	
13.	Name: Mrs. Rehana Ashequr Rahman Father: Late Mr. M.A. Haque Mother: Late Mrs. Khursida Haque Address: 'Rehana' House -11, Road -7, Block-H, Sarani, Dhaka. Date of Birth: March 17, 1951 E-mail: rehana.rahman69@gmail.com Phone: 8802 8822336 TIN: 246-100-2208 NID/Passport No.: 19538515854743270 Nationality: Bangladeshi	63,00,000 (Sixty Three lac)	
14.	Name: Mr. Md. Mazibur Rahman Khan Father: Late Mr. Bande Nawaz Khan Mother: Late Mrs. Anwara Begum Address: 4814 NAM Village, Road - 1/A, Baranail, Dhaka. Date of Birth: September 3, 1959 E-mail: mrkhan.olympicernment@gmail.com Phone: 8802 9890912 TIN: 420-103 0036 NID/Passport No.: 2692619564521 Nationality: Bangladeshi	2,00,00,000 (Two Crore)	
15.	Name: Salam & Brothers Ltd. Represented by: Mr. Mohammed Mamun Salam Father: Late Mohammed Abdus Salam Mother: Mrs. Nur Jahan Salam Address: 671 Munari Para, North Agrabad: P S : Double Mooring, P.O: Bandar, Chittagong Date of Birth: January 3, 1966 E-mail: mamun@salambrothers.com Phone: 88-031-751178 TIN: 340-200-2256 NID/Passport No.: 1593524210600 Nationality: Bangladeshi	2,00,00,000 (Two Crore)	
16.	Name: Mr. M. A. Maleque Father: Late M. Abdul Gafur Mother: Late Most. Sufa Khatun Address: 137/4, West Man'pur, Mirpur, Dhaka. Date of Birth: June 1, 1952 E-mail: meghnatank1@gmail.com Phone: 01711784878 TIN: 126-108-8754 NID/Passport No.: 26114591887 7 5 Nationality: Bangladeshi	1,00,00,000 (One Crore)	
17.	Name: Mrs. Nuran Fatema Father: Late Md. Abdul Hakim Mother: Mrs. Lutfunessa Address: House - 14, Road -5, Dhanmardi R/A, Dhaka. Date of Birth: June 1, 1971 E-mail: meghnatank1@gmail.com Phone: 88-031-7527009 TIN: 385 106 5316 NID/Passport No.: 1 5 17 043 645 6 19 Nationality: Bangladesh	60,00,000 (Sixty Lacs)	




(Signature)
 (Signature)
 (Signature)
 (Signature)

18.	Name: Mr. SM Jahangir Alam (Manik) Father: Shahid Tariqulla "Bir Bikram" Mother: Mrs. Ankurar Nessa Address: House - SE (E)-3, Road - 137, Gulshan-I, Dhaka. Date of Birth: January 14, 1968 E-mail : meghnabank1@gmail.com Phone: 8802 9884466 TIN: 155-102-5022 NID/Passport No. : 2692 619 482200 Nationality: Bangladeshi	2,00,00,000 (Two Crore)	
19.	Name: Lusaka Fashion Ltd. Represented by: Mr. Md. Saidur Rahman Sarker Father: Md. Badiuzzgman Sarker Mother: Late Harejon Nessa Address: House - 10, Road - 12, Sector - 10, Uttara, Dhaka. Date of Birth: August 11, 1967 E-mail : meghnabank1@gmail.com Phone: 8802 8917370 TIN: 107-200-5630 NID/Passport No. : 27 13023 198297 Nationality: Bangladeshi	70,00,000 (Seventy lac)	
20.	Name: Mrs. Taslima Islam Father: Md. Mofizul Islam Mother: Mrs. Momotaj Begum Address: Belmond Apartment, Flat- 202, 35/A, Road - 1, Dhanmondi R/A, Dhanmondi, Dhaka. Date of Birth: March 1, 1977 E-mail: meghnabank1@gmail.com Phone: 8802 961 1585 TIN: 226-103-4662 NID/Passport No. : 59 I 568523 806 I Nationality: Bangladeshi	1,00,00,000 (One Crore)	
21.	Name: Disari Industries Pvt. Ltd Represented by: Mr. Md. Rezaul Hossain Father: Alhaj Alauddin Molla Mother: Alhaj Khairunnesa Address: House - 133, Road - 5, New DOHS, Mohakhali, Dhaka. Date of Birth: February 1, 1970 E-mail: rezaul@goldstargroupbd.com Phone: 8802 9817815 TIN: 141-200-8097 NID/Passport No. : 265089825 1893 Nationality: Bangladeshi	1,00,00,000 (One Crore)	
22.	Name: Mr. Md. Jashim Uddin Father: Late Haji Idris Mia Mother: Mrs. Tahera Begum Address: House - 14, Apt - D-01, Road - 36, PS & PO: Gulshan, Dhaka-1212. Date of Birth: January 1, 1965 E-mail: meghnabank1@gmail.com Phone: 8802 9888248 TIN: 248-100-1205 NID/Passport No. : 2692619 47 67 12 Nationality: Bangladeshi	1,00,00,000 (One Crore)	
23.	Name: Mr. Sajibe Kumar Singha Father: Badal Ranjan Singha Mother: Mrs. Dipali Singha Address: M/S. Anokul Traders, Nabil Super Market, 232 Khatungonj, Chittagong. Date of Birth: September 17, 1971 E-mail : anokulsajibe@yahoo.com Phone: 880-3 I -6 I 3468 TIN: 381-102-4915 NID/Passport No. : 1 59 4 13 5 4 19253 Nationality: Bangladeshi		

7/15/2025

24.	Name: Mr. Ziaul Haque Father: Dr. A.T.M. Ziaul Haque Mother: Mrs. Ela Haque Address: House - 02, Road - 07, Sec - 9, Uttara Model Town, Uttara Dhaka. Date of Birth: July 23, 1973 E-mail: zhaque@mosSteel.com Phone: 01913474101 Ttn: 039-124-4852 NID/Passport No.: 87 147 734457 84 Nationality: Bangladeshi	10,00,000 (Ten lac)	
25.	Name: Mr. Shahidul Ahsan Father: Late A.T.M. Obaidul Ullah Master Mother: Late Nur Jessa Begum Address: House - 19, Road - 120, Gulshan - 1, Dhaka. Date of Birth: June 1, 1950 E-mail: info@ahsan-group.com Phone: 9560110 TTN: 081-10 4510 NID/Passport No.: 26926194847 28 Nationality: Bangladeshi	10,00,000 (Ten lac)	
26.	Name: Mr. Md. Saiful Islam Father: Late Md. Akmal Ali Mother: Late Mala Begum Address: 60 Crescent Road, Dhanmondi, Dhaka. Date of Birth: March 2, 1957 E-mail: meghnabank1@gmail.com Phone: 8802 7633824 TTN: 018-102 2541 NID/Passport No.: 8817 86049 1664 Nationality: Bangladeshi	1,00,00,000 (One Crore)	
27.	Name: Mr. AKM Mostafizur Rahman Father: Late Al-Haj Noor Mohammad Mother: Al-Haj Momtaj Begum Address: 377, Block-F, Talmatia, Dhaka. Date of Birth: August 26, 1959 E-mail: meghnabank1@gmail.com Phone: 8802 9142839 TTN: 190-102-3413 NID/Passport No.: 0019454219063 Nationality: Bangladeshi	35,00,000 (Thirty Five lac)	
28.	Name: Paramount Textile Ltd. Represented by: Mr. Biswajit Roy Father: Late Lal Mohan Roy Mother: Late Nilai Bala Roy Address: Chakader House (Level - 6), House - 22, Road - 113 / A, Gulshan-2, Dhaka. Date of Birth: January 1, 1957 E-mail: biswajit@paramountgroupbd.com Phone: 01730089060 TTN: 140-201 8250 NID/Passport No.: 2099035 65 46 1 Nationality: Bangladeshi	20,00,000 (Twenty lac)	
29.	Name: Ms. Ishmam Raidah Rahman Father: H.N. Ashfaqur Rahman Mother: Mrs. Rehana Ashfaqur Rahman Address: "Rehana" House - 11, Road - 7, Block-d, Banan, Dhaka. Date of Birth: November 8, 1991 E-mail: iish08@gmail.com Phone: 8802 8822326 Ttn: 465-111-0009 NID/Passport No.: 15312521519100423 Nationality: Bangladeshi	10,00,000 (Ten lac)	

30.	Name: Mr. Shahriar Imtiaj Rahman Father: Mr. Md. Habibur Rahman Mother: Mrs. Dolly Rahman Address: House - 1112, Road - 2, Block - C, Mansurabad R/A, Dhaka. Date of Birth: December 7, 1978 E-mail: manzur@horoppa.com Phone: 01717641353 TIN: 036-101-5320 NID/Passport No.: M 1 1 05836 Nationality: Bangladeshi	10,00,000 (Ten lac)	
31.	Name: Mr. Gazi A.Z.M. Shamim Father: Late Gazi Abdul Gani Mother: Mrs. Gazi Hosne Ara Begum Address: Flat- 21A, House - 17, Road - 65, Gulshan-2, Dhaka. Date of Birth: Nov 21, 1953 E-mail : meghnabank1@gmail.com Phone: 01713148614 TIN: 220-100-3880/LTU NID/Passport No. : 26926194637 90 Nationality: Bangladeshi	10,00,000 (Ten lac)	
32.	Name: Mr. Rasheq Rahman Father: H.N. Ashequr Rahman Mother: Mrs. Rehana Ashequr Rahman Address: Road - 7, Block - H, House - 11, Banani, Dhaka. Date of Birth: June 16, 1977 E-mail: rasheq@agni.com Phone: 01713010077 TIN: 246-100-4687 NID/Passport No.: 85 I 58547 43272 Nationality: Bangladeshi	10,00,000 (Ten lac)	
33.	Name: Mr. Shareq Rahman Father: H.N. Ashequr Rahman Mother: Mrs. Rehana Ashequr Rahman Address: Road - 7, Block - H, House - 11, Banani, Dhaka. Date of Birth: February 4, 1971 E-mail: shareq.rahman@gmail.com Phone: 8802 8822336 TIN: 252-100-6239 NID/Passport No.: 093 62560 Nationality: Bangladeshi	10,00,000 (Ten lac)	
34.	Name: Mr. Bimal Kumar Chanda Father: Late Bani Madhob Chanda Mother: Late Maya Rani Chanda Address: Bramongonj, Murapara, Rupgonj, Narayangonj Date of Birth: September 8, 1956 E-mail : meghnabank1@gmail.com Phone: 8802 9567825 TIN: 041-100-4938 NID/Passport No.: 269887 7 386850 Nationality: Bangladeshi	26,00,000 (Twenty Six lac)	
35.	Name: Mr. Hafizur Rahman Sarker Father: Md. Badiuzzaman Sarker Mother: Late Harejon Nessa Address: House - 10, Road - 12, Sector - 10, Uttara, Dhaka. Date of Birth: December 15, 1962 E-mail : meghnabank1@gmail.com Phone: 8802 8917370 TIN: 155-100-3670 NID/Passport No. : 27 13023 197 832 Nationality: Bangladeshi	1,00,00,000 (One Crore) 	

MEGHNA BANK PLC

ARTICLES OF ASSOCIATION

The Companies Act – 1994

(Act XVIII of 1994)

(A Public Company by Shares)



স্বাক্ষর
ব্যবস্থাপনা পরিচালক
মেঘনা ব্যাংক প্লেস লিমিটেড

(স্বাক্ষরিত)
অর্থসচিব
মেঘনা ব্যাংক প্লেস লিমিটেড
১৯৯৪ স. ১৫ জানুয়ারি

১৭ ফেব্রুয়ারি ১৯৯৫

ARTICLES OF ASSOCIATION OF MEGHNA BANK PLC

PRELIMINARY

1. The regulations contained in Schedule-1 in the Companies Act, 1994 applicable to public limited company shall not apply to the Company, except in so far as the same are repeated, contained or expressly made applicable in these Articles or by the Act.
2. In these Articles, unless, there be something in the subjects or context inconsistent therewith;

INTERPRETATION

- | | | |
|-----|---|--------------------------|
| 2.1 | "Act" means the Companies Act, 1994 as amended from time to time. | |
| 2.2 | "Alternate Director" means a Director for the time being of the Company appointed under Article 98. | Alternate Director |
| 2.3 | "Articles" means the Articles of Association of the Company as originally hereby framed or as altered from time to time by special resolution passed by the Board subject to Article 167. | Articles |
| 2.4 | "Auditor" means the person for the time being performing auditing duties of the company. | Auditor |
| 2.5 | "Authority" means any government, autonomous or supra national body who is empowered by the law to monitor, supervise, regulate or impose condition on the Company. | Authority |
| 2.6 | "The Board" means the Board of Directors for the time being of the Company. | Board of Directors |
| 2.7 | "Chairman" and "Vice Chairman" means the Chairman and Vice Chairman respectively of the Board of Directors of the Company for the time being elected under the Articles 112.1 and 114.1. | Chairman / Vice Chairman |
| 2.8 | "Company" means "MEGHNA BANK PLC" a public limited company incorporated under the Act having its registered office in Bangladesh. | Company |



জনাব
অফিসিয়াল সিক্রেটার
মেঘনা ব্যাংক পাবলিক লিমিটেড

(স্বাক্ষরিত)

অফিসিয়াল সিক্রেটার

মেঘনা ব্যাংক পাবলিক লিমিটেড

2.24	Words or expressions shall, except where repugnant to subject or context, bear the meaning, in these Articles as in a standard English dictionary.	Meanings of Words or Expressions
2.25	"In writing" or "written" means and includes hand writing, printing, type-writing, lithography and any other mode of reproducing works in visible form.	In writing/written
2.26	"Year" & "Month" means English Calendar year & month	Year & Month

COMMENCEMENT OF BUSINESS

3.	Subject to Section 150 of the Act, the Company shall commence business from the date of issue of banking LICENCE by Bangladesh Bank or from any subsequent date as may be decided by the Board of Directors.	Commencement of Business
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CAPITAL.

4.	The authorized share capital of the company shall comprise ordinary shares of Tk.2000,00,00,000.00 (Taka Two Thousand crore) divided into 200,00,00,000 (Two Hundred Crore) ordinary shares of Tk. 10/- (Taka Ten) each.	Share Capital
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4.1 Deleted

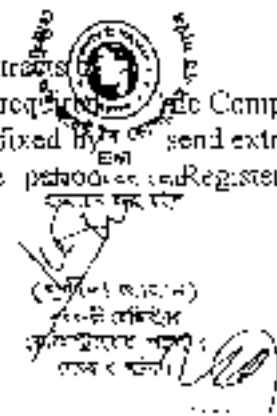
4.2 Deleted

4.3 Deleted

5.	The Company shall keep a Register of Members and an Index of Members in accordance with Section 34 and 35 of the Act.	Register of Members
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6.	The Register of Members and the Index of Members shall be open to inspection by a member of the company without charge and by any other persons on payment of such charge as may be fixed by the Board. Any member or other persons aforesaid may take extracts therefrom.	Inspection of Register of Members.
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7.	The Company shall send to any member on request extracts from the Register of Members or of the list and summary required under the Act on payment of such charge as may be fixed by the Board. Such extracts shall be sent within the period prescribed by the Act.	The Company to send extract of Register etc
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8. The Board of Directors may proceed with the allotment of the shares upon a minimum subscription of Tk. 10,00,00,000 (Taka One Crore). Minimum subscription
9. Subject to these presents and any directions imposed by the Government or the Bangladesh Bank, the share in the Capital of the Company for the time being, including any share forming part of any increased capital of the Company, shall be under the control of the Board of Directors who may allot or otherwise dispose of the same or any of them to shareholders or other persons in such proportion and on such terms and conditions and at such time as they may from time to time deem fit and as per rules regulations framed by the Authority. Shares at the disposal of the Board.
10. Subject to these presents, the Board of Directors may allot and issue shares in the capital of the Company as payment or part payment of any property sold or goods purchased or machinery supplied or for services rendered to the Company and any shares so allotted shall be issued as fully paid-up shares.
11. In addition to and without derogating from the powers for that purpose conferred upon the Board of Directors under Article 9 the Company in General Meeting may determine that any shares, whether forming part of the original capital or of any increased capital of the Company, shall be offered to the shareholders or any other persons, whether members or holders of debentures of the Company or not, in such proportions and on such terms and conditions as the General Meeting may determine and as per rules and regulations framed by the Authority. Issue of shares by General Meeting
12. Any application signed by or on behalf of an applicant for shares in the Company, followed by an allotment of any share therein, shall be an acceptance of such shares within the meaning of these presents and every person who thus or otherwise accepts any shares and whose name is on the Register of Members shall for the purposes of these presents be a member. Acceptance of shares
13. The money, if any, which the Board shall, on the allotment of any shares being made by them, require or direct to be paid by way of deposit, call or otherwise in respect of any such share allotted by them shall, immediately on the insertion of the name of the allottee in the Register of Members as the name of the holder of such shares, become a debt to and recoverable by the Company from the allottee thereof and shall be accordingly. Deposit and call etc. to be a debt payable immediately



(স্বাক্ষরিত)

মহোদয় রেজিস্ট্রার

কম্পানি সচিব

১৯৮৪


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|-----|---|---|
| 14. | Save as herein otherwise provided, the Company shall be entitled to treat the person whose name appears on the Register of Members as the holder of any share as the absolute owner thereof and accordingly shall not, except as ordered by a Court of competent jurisdiction or as by law required, be bound to recognize any trust or equity or equitable contingent or other claim to or interest in such share on the part of any other person whether or not it shall have express or implied notice thereof | Company not bound to recognize any interest in share other than that of the registered holders. |
| 15. | No part of the funds of the Company shall be employed in the purchase of or be loan on the security of the shares of the Company. | Company funds shall not be applied in purchase of or lent on shares of the Company |
| 16. | No share of the Company shall be allotted unless fully paid before allotment | Allotment of share after full payment |

COMMISSION

- | | | |
|-----|---|---|
| 17. | The Company may at any time pay a commission to any person for procuring or agreeing to procure subscriptions, whether absolute or conditional for any shares, debentures or debenture stocks of the Company but the amount or rates of such commission shall not exceed one percent (1%) of the price of the Shares, debentures or debenture stocks actually sold through brokers. | Commission for placing shares, debentures or debenture stocks |
|-----|---|---|

ISSUE OF CERTIFICATE

- | | | |
|-----|--|---|
| 18. | Every members shall be entitled without payment to one (1) certificate for the shares registered in his name or if the Board of Directors so approves and upon paying such fee or fees as the Board may from time to time determine or at the discretion of the Board without payment of fees, to several certificates each for one or more shares. Every certificate or shares shall specify the number and denote the numbers of the shares in respect of which it is issued and the amount paid thereon and shall be in such form as the Board shall prescribe or approve. Where a member has transferred a part of the shares comprised in his holding he shall be entitled to a certificate for the balance without charge. | Member's rights to certificate |
| 19. | If any certificate becomes worn out, defaced or rendered useless from any cause whatsoever, then upon production thereof to the Board, they may issue a new certificate in place of one thereof and if any certificate is lost or destroyed, then upon proof thereof to the satisfaction of the Board and upon such | Issue of new certificate in place of one defaced, lost or destroyed |


 (স্বাক্ষর করুন)
 সচিব রেজিস্ট্রার
 কোম্পানি আইন
 কলকাতা

indemnity as the Board may deem adequate being given, a new certificate in lieu thereof shall be given to the party entitled to such lost or destroyed certificate. A sum as decided by the Board shall be paid to the Company for every certificate issued under this Article.

FORFEITURE OF SHARES

20. If a member fails to pay any call or installment of a call on the day appointed for payment thereof, the Board may, at any time thereafter during such time as any part of such call or installment remains unpaid, serve a notice on him demanding payment of so much of the call or installment as is unpaid, together with interest and all expenses that may have been incurred by the Company be reason of such non-payment. A Second notice stating a further date (not earlier than the expiration of 14 days from the date of first notice) shall, in the event of non-payment at or before the time appointed for the purpose be issued intimating shares in respect of which the call was made, will be liable to be forfeited.
- 20.1 If the requisitions of the notice referred to above are not complied with, any share in respect of which such notice has been given, may at any time after the expiration of the time specified the notice and before payment of all calls, interest and expenses due thereof, be forfeited by a resolution of the Board to that effect.
- 20.2 A person whose share has been forfeited shall cease to be a shares, but shall, notwithstanding, remain liable to pay to the Company all money which, at the date of forfeiture were presently payable by him to the Company in respect of the shares, but his liability shall cease if and when the Company receives payment in full of the nominal amount of the share.
- 20.3 The forfeited share may be sold, re-allotted or otherwise disposed of on such terms and in such manner as the Board deems fit, and at any time before a sale or disposition the forfeiture may be cancelled on such terms as the Board deems fit.
- 20.4 Notice of such forfeiture must be given to the member concerned and his name shall be removed from the Register of Members as such holder, and an entry of the forfeiture, with the date thereof shall forthwith be made in the Register of Members. Such entry shall be conclusive evidence of such

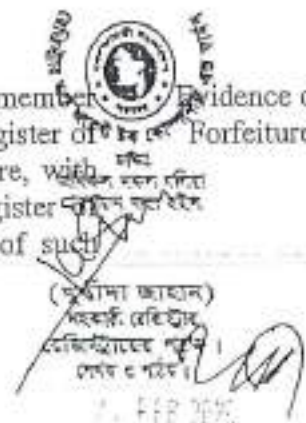
Notice of
Forfeiture

Forfeiture of
shares

Liability for the
share Forfeiture

Cancellation of
Forfeiture

Evidence of
Forfeiture

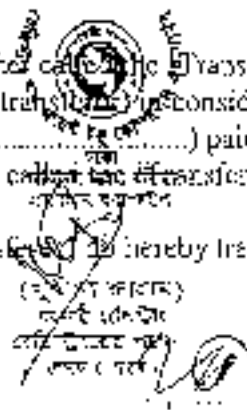


- 20.5 The Company shall have first and paramount lien upon all the shares registered in the name of each member upon dividends due and accruing thereon for the debts, liabilities and engagements solely or jointly with any other person to or with the Company whether the period for the payment (fulfilment, or discharge thereof, shall actually arrive or not such lien shall extend to all dividends from time to time declared in respect of such shares. Company's lien on shares
- 20.6 The Company may sell, in such manner as the Board thinks fit any shares on which the Company has a lien, but no sale shall be made unless the debts, liabilities and engagements solely or jointly with any other person to or with the Company in respect of which the lien exists are not paid off nor until the expiration of fourteen days after a notice in writing stating and demanding payment of such debts, liabilities and engagements in respect of which the lien exists has been given to the registered holder for the time being, of the share, or the person legally entitled, by the reason of his death or insolvency in the shares. The purchaser of such shares shall be registered as the holder of the shares. Enforcing lien on shares
- 20.7 The net proceeds of any such sale shall be applied in payment or towards satisfaction of such debts, liabilities and engagements in respect of which the lien exists and the residue if any, shall be paid to the person entitled to the shares at the date of the sale. Application of proceeds to sale

TRANSFER AND TRANSMISSION OF SHARES

21. The Company shall keep a book to be called the "Register of Transfers" and therein shall fairly and distinctly enter the particulars of every transfer or transmission of any share. Register of transfer
22. Unless the Shares are in dematerialized form and are in the depository the instrument of transfer of any share in the Company shall be in writing in the usual common form or in the following form or as near thereto as circumstances will admit

I, (hereinafter called the 'Transferor')
of (address of the transferor)
of the sum of Tk. (Taka) paid to me
by (hereinafter called the 'Transferee') of
..... (address of the transferee) do hereby transfer



to the said Transferee, his executors, administrators and assigns the share (shares) numbered fromtostanding in my name in the books of MEGHNA BANK PLC, subject to the several conditions on which I held the same immediately before the execution hereof; and I the said Transferee do hereby agree to take the said share (shares) subject to the conditions aforesaid.

In witness whereof we have put our respective signatures hereto this.....day of..... 20.....

Signed by the above-named
Transferor in my presence:

Witness:
Signature:
Name:
Address:

Transferor's Signature

Signed by the above-named
Transferee in my presence:

Witness:
Signature:
Name:
Address:

Transferor's Signature

- 23.1 The Company shareholders initially cannot transfer any share to any person other than the members of the Company, The shares of existing members be first offered to the other existing members of the Company. If none of the existing members of the Company is willing to purchase the shares it can then be offered to an outsider. The shares shall be sold at such price determined mutually between the parties. Restriction of transfer of shares to any persons other than the members of the Company
- 23.2 The transferees exempted from those restrictions imposed under Sub-clause (I) of this Article are the father, mother, or husband, sisters, sons, daughters, grandsons and granddaughters of any intending transferor. Exemption of restrictions
24. Notwithstanding anything elsewhere herein contained in the Articles none of the Sponsors of the Company may transfer any share held by them within the period of three (3) years from the minimum period of holding shares by sponsors

স্বাক্ষর
অফিসিয়াল স্ট্যাম্প
(স্বাক্ষরিত)
স্বাক্ষরিত
স্বাক্ষরিত
স্বাক্ষরিত

11 FEB 2025


date of commencement of business of the Company unless so permitted by Bangladesh Bank.

25. Every instrument of transfer shall be left at the office of the Company for the registration accompanied by the certificate of the shares to be transferred and such other evidence as the Board may require to prove the title of the transfer or his right to transfer the shares, and upon payment of the proper fee, the transferee shall (subject to the Board's right to decline to register the same as hereinafter mentioned) be registered as a member in respect of such shares. The Board may waive the requirement of production of any certificate upon evidence satisfactory to them of its loss or destruction or otherwise.
Instrument of transfer to be deposited in the Registered Office
26. Every such instrument of transfer shall be signed by the transferor and transferee and the transferor shall be deemed to remain the holder of such shares until the name of the transferee is entered in the Register of Members in respect thereof.
To be executed by transferor and transferee
27. The Board may at their sole and absolute discretion decline to register or acknowledge any transfer of shares in respect of any shares upon which the Company has a lien, or whilst any member executing the transfer is (either individually or jointly with any other person or persons) indebted to the Company on any account whatsoever or whilst any money in respect of the shares intended to be transferred or any of them remain unpaid. Such refusal shall not be affected by the fact that the proposed transferee is already a member. The registration of a transfer shall be conclusive evidence of the approval by the Board of the transfer.
Directors may refuse to register transfer
28. No transfer shall be made to an infant or a person of unsound mind, but transfer may be made to anybody corporate.
Transfer to infants or person of unsound mind
- 29.1 An application for the registration of the transfer of shares may be made either by the transferor or the transferee.
Application for transfer of shares
- 29.2 For the purpose of transfer of shares under these Articles, notice to the transferee shall be deemed to have been duly given if sent to him by prepaid post at the address given in the instrument of transfer and shall be deemed to have been delivered in the ordinary course of post.
Notice to the Transferee
- 29.3 It shall not be lawful for the Company to register the transfer of any share unless proper instrument of transfer duly Stamped, where necessary, and executed by the transferor and transferee has been delivered to the Company along with the script, provided that where it is proved to the satisfaction of the Board that the instrument of transfer shall duly stamped, where necessary



(স্বাক্ষর) (স্বাক্ষর)
স্বাক্ষরিত
তারিখ: ১২/০৬/১৬
১২/০৬/১৬


11 SEP 2016

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 গণপ্রজাতন্ত্রী বাংলাদেশ
 সরকার
 পশ্চিমবঙ্গ
 (সুশীলা আহমদ)
 মহাকাব্যী ডেপুটি
 ডেপুটি সচিব
 (সংসদ ও পরিষদ)

27 FEB 2025

transfer in these presents hereinbefore contained, transfer such shares to some other persons


33. The Board shall have the same right to refuse to register a person entitled by transmission to any share or his nominee as if they were the transferee named in an ordinary transfer presented by registration. Refusal to register nominee
34. Every transmission of share shall be verified in such manner as the Board may require and the Company may refuse to register any transmission until the same be so verified or until or unless an indemnity be given to the Company with regard to such registration which the Board at its discretion shall consider sufficient, provided nevertheless that there shall not be any obligation on the Company or the Board to accept any indemnity. Board may require evidence of transmission
35. A fee not exceeding Tk 20/- (Taka Twenty) only may be charged for each transfer and shall be paid before the registration thereof. The fee may be changed by the Board from time to time. Fee on registration of transmission
36. The Company shall incur no liability for giving effect to any transfer of shares made or purporting to be made by the apparent legal owner thereof as shown or appearing in the Register of Members to the prejudice of any person having or claiming any equitable right, title or interest to or in the same shares, notwithstanding that the Company may have had notice of such equitable right, title or interest or notice prohibiting registration of such transfer and may have entered such notice or referred thereto in any book of the Company and the Company shall not be bound or required to regard or attend or give effect to any notice which may be given to them of any equitable right, title or interest or be under any liability whatsoever for refusing or neglecting so to do though it may have been entered or referred to in some books of the Company, but the Company shall nevertheless be at liberty to regard and attend to any such notice and give effect thereto if the Board shall so think fit. Company not liable for disregarding notice
37. The Board shall have power on giving seven (7) days notice by advertisement or display in the notice board in the office to close the transfer books of the Company for such periods of time not exceeding in the whole (45) forty five days in each year, but not exceeding (30) thirty days at a time as they shall deem fit. Closure of transfer books


 ঢাকা
 রেজিস্ট্রার অফিস
 (স্বাক্ষরিত)
 রেজিস্ট্রার অফিস
 ঢাকা-১০০০
 তারিখ: ১০/০৫/১৮

INCREASE, REDUCTION AND ALTERATION OF CAPITAL

38. Subject to the approval of Bangladesh Bank and authorities of which the company is subject to, the company may from time to time by passing ordinary resolution increase the share capital by such sum, to be divided into shares of such amount, as the resolution shall prescribe. Increase of capital
39. Such new shares shall be issued upon such terms and conditions and with such rights and privileges annexed thereto as the resolution creating the same shall direct and if no direction be given, the Board shall determine. Increase of capital
40. Unless otherwise directed by the Government, the Bangladesh Bank and/or the Securities and Exchange Commission all new shares shall before issue be offered to the members of the Company in proportion, as nearly as circumstances admit, to the amount of the existing shares then held by them. The offer shall be made by notice specifying the number of shares offered, and limiting a time within which the offer, if not accepted, will be deemed to be declined and after the expiration of that time or on the receipt of an intimation from the person to whom the offer is made that he declines to accept the shares offered, the Board may dispose of the same in such manner as they think most beneficial to the Company. The Board may likewise so dispose of any new shares which by reason of the ratio which the new shares bear to shares held by persons entitled to an offer of new shares cannot, in the opinion of the Board, be conveniently offered under this Article. Increase of capital
41. Deleted
42. Except so far as otherwise provided by the conditions of issue or by these presents, any capital raised by the creation of new shares shall be considered part of the original ordinary capital and shall be subject to the provisions herein contained with reference to subscription, transfer and transmission, voting and otherwise. Same as original capital
43. Subject to Section 59 of the Act, the Company may by special resolution and with the prior permission of the Bangladesh Bank reduce its share capital. Reduction of capital
44. Subject to Section 53 of the Act, the Company may in General Meeting by ordinary resolution and with the prior permission of the Bangladesh Bank alter the conditions of Memorandum as follows:

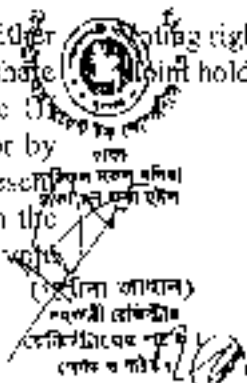



 (স্বাক্ষরিত আদান)
 সচিব, বাংলাদেশ
 বণিকী ও বণিকী
 সংস্থা
 ঢাকা-১০০
 ৭৭ ফেব্রুয়ারি ২০২৫

- 44.1 to consolidate and divide all or any of its share capital into shares of larger amount than its existing shares;
- 44.2 to sub-divide its shares or any of them into shares of smaller amounts than originally fixed by the Memorandum;
- 44.3 to cancel any shares which at the date of such general meeting has not been taken or agreed to be taken by any person and diminish the amount of the shares so cancelled.

JOINT HOLDERS

- 45 Where two persons are registered as the holders of any share, they shall be deemed to hold the same as joint holders with benefits of survivorship, subject to the following and other provisions contained in these presents:
- 45.1 The Company shall be entitled to decline to register more than two (2) persons as the joint holders of any share ; Joint holders
- 45.2 the joint holders of any share shall be liable individually as well as jointly for and in respect of all calls and other payments which ought to be made in respect of such share; Company may refuse to register more than 2 persons
- 45.3 on the death of any such joint holders, the survivor shall be the only person recognized by the Company as having any title to the share, but the Board may require such evidence of death as they may deem fit and nothing therein contained shall be taken to release the estate of a deceased joint holder from any liability on shares held by him jointly with any other person; Title of survivors
- 45.4 any one of such joint holders may give effectual receipt for any dividend or other money payable in respect of any such share; Receipt of one sufficient
- 45.5 only the person whose name stands first in the Register of Members as one of the joint holders of any share shall be entitled to take delivery of the certificate relating to such share or to receive Notice from the Company and any Notice given to such person shall be deemed effective Notice to all the joint holders : Delivery of certificate and giving Notice to first named holder
- 45.6 any one of two joint holders may vote at any meeting either personally or by attorney or by proxy in respect of such share as if he was solely entitled thereto and if more than one of such joint holders be present at any meeting personally or by proxy or by attorney, then that one of such persons so present whose name stands first or higher as the case may be, on the Register in respect of such share shall alone be entitled to vote; Voting right of joint holders



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LOANS AND ADVANCES TO DIRECTORS

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| <p>52. The Company shall not make any loan or advance on the security of its own share or grant unsecured loan or advance to any of its Directors or to firms or private companies in which it or any of its Directors is interested as partner or managing agents, or to any individuals, firms or private companies in cases where any of the Directors is a guarantor.</p> | <p>Loans and advances to Directors</p> |
| <p>53. The Company shall not allow loans or advances to any of its Directors to their proprietary or partnership firms or to private limited companies in which they have any interest, except in the following cases :</p> | |
| <p>53.1 They may be allowed to take loans and advances from the company up to Tk. 10,00,000/- (Taka ten lacs) each under normal banking practice;</p> | |
| <p>53.2 Subject to any restriction as per law in force and subject to the approval of Bangladesh Bank they may be allowed to take loans or advances to any amount beyond Taka 10,00,000/- (Taka ten lacs) each only; provided, however, that in all such cases the approval of the majority of the Directors, excluding the Director concerned, shall be required;</p> | |
| <p>53.3 The Directors collectively will not be able to take loans and advances aggregating to more than ten (10) percent of the total loanable fund of the Company as per law in force.</p> | |

CREDIT RESTRICTIONS

- | | | |
|------|---|----------------------|
| 54.1 | All credit restrictions imposed by the Bangladesh Bank from time to time shall be followed by the Company in so far it relates to commercial banking transactions | Credit Restrictions. |
| 54.2 | No part of the funds of the Company shall be used in the purchase of the shares of the Company. | |

GENERAL MEETING

55. The Company shall within a period of not less than one (1) month or more than six (6) months from the date at which the Company is entitled to commence business hold a General Meeting of the Members of the Company, which shall be called the Statutory Meeting.
- 56.1 The Board shall at least twenty one (21) days before the day on

(1) **Statutory Meeting**
 The first meeting of the company after its incorporation is called a statutory meeting. It is a meeting of the subscribers of the company. It is a meeting of the subscribers of the company. It is a meeting of the subscribers of the company.

which the Statutory Meeting is to be held prepare a report called statutory report and forward it certified as correct by not less than two (2) Directors of the Company or by the Chairman of the Board of Directors if so authorized in this behalf by the Board of Directors to every member of the Company, which shall state but not limited to:

56.2 The total number of shares allotted, distinguishing shares allotted as fully paid-up otherwise than in cash and stating the consideration for which they have been allotted;

56.3 The total amount of cash received by the Company in respect of all the shares allotted ;

56.4 an abstract of the receipts of the Company and of payments made thereout upto a date within seven (7) days of the date of the report, exhibiting under distinctive headings the receipts of the Company from shares and debentures and other sources, the payments made thereout, and particulars concerning the balance remaining in hand, and an account or estimate of preliminary expenses of the Company showing separately any commission or discount paid or to be paid on the issue or sale of shares or debentures;

56.5 the names, addresses and descriptions of the Directors, Auditors and Managers, if any, and the Secretary of the Company and the changes, if any, which have occurred, since the date of incorporation;

56.6 the particulars of any contract, the modification of which is to be submitted to the meeting for its approval, together with the particulars of the modification or proposed modification;

56.7 the extent to which underwriting contracts, if any, have been carried out;

56.8 the particulars of any commission or brokerage paid or to be paid in connection with the issue or sale of shares to any persons.

57. The statutory report after duly certified as correct as required by Article No. 56 above shall, so far as it relates to the shares allotted by the Company, and to cash receipt in respect of such shares and to the receipts and payments of the Company, be certified as correct by the auditors of the Company.

Report to be certified by auditors

58. The Board shall cause a list showing the names, descriptions and addresses of the members of the Company and the number of shares held by them respectively to be produced at the Statutory Meeting commencement of the Statutory Meeting and to remain open




(সুপীনা আশ্রান)
মহোদয় ডেপুটি
সেক্রেটারি
সেঞ্চর ৩ নং ১১

27 FEB 2025



and accessible to members of the Company during the continuance of the meeting.

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| 59. | The members of the Company present at the Statutory Meeting shall be at liberty to discuss any matter relating to the formation of the Company or arising out of the statutory report, whether previous Notice has been given or not, but no resolution of which Notice has not been given in accordance with these Articles may be passed | Business to be conducted in Statutory Meeting |
| 60. | The meeting may be adjourned from time to time and at any adjourned meeting any resolution of which notice has been given in accordance with the Article either before or subsequent to the former meeting may be passed and the adjourned meeting shall have the same powers as the original meeting. | Adjournment of Statutory Meeting |
| 61. | A General Meeting of the Company shall be held within eighteen (18) months from the date of incorporation of the Company and thereafter once at least in every calendar year at such time and place as may be determined by the Board provided that no longer interval than fifteen (15) months shall be allowed to elapse between the date of one General Meeting and that of a next. Such General Meetings shall be called Ordinary Meetings. All other meetings of the Company other than the Statutory Meeting shall be Called Extra-Ordinary Meeting. | Ordinary Meeting |
| 62. | The Board may call an Extra-Ordinary General Meeting whenever it may deem necessary. | Board may call Extra-Ordinary General Meeting on requisition. |
| 63.1 | The Board shall on the requisition of the holders of not less than one-tenth (1/10 th) of the issued capital of the Company call an Extra-Ordinary General Meeting of the Company | Calling of Extra-Ordinary General Meeting on requisition |
| 63.2 | The requisition must be signed by the requisitionists and be deposited at the Office of the Company and may consist of several documents in like form, each signed by one or more requisitionists, in the case of joint holders of shares, all such holders shall sign the requisition. | Requisition must be signed |
| 63.3 | If the Board does not proceed within twenty one (21) days from the date of the requisition being so deposited to cause a meeting to be called, the requisitionists or majority of them in value may themselves call the meeting but in either case, any meeting | |


 From
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 value
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 (Signature)
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 (Signature)
 (Signature)

so called shall be held within three (3) months from the date of the deposit of the requisition.

63.4 Any meeting called under this Article by the requisitionists shall be called in the same manner, as nearly as possible, as that in which meetings are to be called by the Board.

63.5 Any reasonable expenses incurred by the requisitionists by reason of the of the failure of the Board to convene a meeting shall be repaid to the requisitionists by the Company and any sum so repaid shall be retained by the Company out of any sums due or to become due from the company by way of fees or other remuneration for their services to such of the Directors as were in default.



64. For Annual General Meeting not less than twenty one (21) days notice specifying the place, the day and the hour of the meeting and, in the case of special business, the general nature of such business, and for Extra-ordinary General Meeting and also to pass a Special or Extra-ordinary Resolution, (the intention to propose such resolution as a Special or Extraordinary Resolution, as the case may be) twenty one (21) days notice at least shall be given to the members entitled under and in the manner provided by the presents.

Notice of meeting

65. Where it is proposed to pass a special resolution, 21 (Twenty one) days notice specifying the intention to propose the resolution as a special resolution and specifying the date, hour and place of the meeting and the nature of the business to be transacted thereat, shall be given to the persons entitled under and in the manner provided by the presents.

Notice of resolution

66. With the consent of all members entitled to receive Notice of a meeting or to attend and vote at any such meeting, a meeting may be convened by such shorter Notice as the members may approve.

Shorter Notice
consent

67. Any accidental omission to give Notice to or non-receipt thereof by any member shall not invalidate the proceedings or any resolution passed at any such meeting.

Accidental
omission would not
invalidate

68. A Director or member for the time being absent from his country of residence shall be deemed to have been properly notified if the Notice is sent to his address registered with the Company.

Notice to Director/
Member absent
from country to
residence



অতিরিক্ত সচিব
মন্ত্রণালয়
সচিবালয়

(স্বাক্ষর)
অতিরিক্ত সচিব
মন্ত্রণালয়
সচিবালয়

27 FEB 2025

PROCEEDINGS AT GENERAL MEETING

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| 69. | The quorum for General Meeting of the company shall be one-third of its total strength (any fraction contained in that one-third being rounded off as one), or 5 (Five) Directors, whichever is higher. | Quorum of General Meeting |
| 70. | No business shall be discussed at any General Meeting except the election of a Chairman whilst the chair is vacant. | Business when chair is vacant |
| 71. | The Chairman of the Board of the Company shall be entitled to take the Chair at every General Meeting. If at any meeting the Chairman shall not be present within half an hour after the time appointed for holding such meeting or is unable to be present due to illness or any other cause or is unwilling so to act, the Vice Chairman shall be entitled to take the Chair of the said meeting. In absence of the Vice Chairman, the Directors present shall elect one of their members to act as Chairman of the meeting and in default of their doing so, the members present shall choose one of the Directors to take the Chair and if no Director is present or those are not willing to take the Chair, the members present shall choose one of them to be the Chairman of the meeting. | Chairman of the meeting |
| 72. | If within half an hour after the time appointed for the holding of a General Meeting a quorum be not present, the meeting if convened on the requisition of shareholders shall be dissolved and in every other case shall stand adjourned to the same day in the next week at the same time and place or to such other day, time and place as the Board may by Notice to the shareholders appoint. If at such adjourned meeting a quorum be not present, those members present shall form the quorum and may transact the business for which the meeting was called. | If quorum is not present |
| 73. | The Chairman with the consent of the meeting may adjourn any meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for ten days or more, notice of the adjourned meeting shall be given as in the case of an adjournment or of the business to be transacted at an adjourned meeting. | Chairman may adjourn meeting |
| 74. | The Board shall subject to Article 51 have power to postpone any General Meeting except any General Meeting pursuant to the provision of Article 63, | Power of Directors to postpone General Meeting. |
| 75. | Except as provided by these presents, in the case of a statutory meeting no business shall be transacted at an adjourned meeting other than business might have been | Business at adjourned meeting |



(মুদ্রিত স্বাক্ষর)
স্বাক্ষরিত
০৫-জানুয়ারী ২০১৭
১৯০৩

transacted at the meeting from which the adjournment took place.

76. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded by any five (5) members present in person or by proxy or by the Chairman of the meeting or by any other member or members holding not less than one tenth (1/10th) of the issued capital carrying voting rights and unless a poll is so demanded, a declaration by the Chairman that a resolution has on a show of hands been carried unanimously or by a particular majority, or lost, and an entry to that effect recorded in the book of the proceedings of the Company shall be conclusive evidence of the fact without further proof of the number or proportion of the votes recorded in favour of or against that resolution.

Procedure of
Voting at General
Meeting

77. If a poll is demanded as aforesaid, it shall be taken in such manner and at such time and place as the Chairman of the meeting directs and either at once or after an interval or adjournment and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded. The demand for a poll may be withdrawn.

Result of poll shall
be deemed to be the
resolution.

78. In the case of an equality of votes, whether on a show of hands or at a poll, the Chairman of the meeting at which the show of hands takes place or at which the poll is demanded, shall be entitled to a casting vote in addition to his own vote or votes (if any) to which he may be entitled as a member.

Equality of votes

79. Any poll duly demanded on any question of adjournment or otherwise shall be taken at the meeting and without adjournment.

Poll to be taken
without
adjournment

80. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question for which the poll has been demanded.

Demand of poll
not to prevent
other business

81. Minutes shall be made in books provided for the purpose of all resolutions and proceedings at General Meetings and any such minutes, if signed by the Chairman of the meeting in which it relates or by the person who shall preside as Chairman at the next succeeding meeting, shall be receivable as evidence of the facts therein stated without further proof.

Minutes of General
Meeting

82. The books containing the minutes of proceedings of General Meetings of the Company shall be kept at the registered office of the Company and shall during business hours, subject to such reasonable restrictions as the Company may from time to time

Inspection of
minute book



(মুহুরিনা আমান)
স্বাক্ষরিত
অতিরিক্ত সচিব
কলকাতা

11 FEB 2025

time impose so that no less than two (2) hours in each day be allowed for inspection, of any member without charge.

83. Any member shall at any time after seven (7) days from the meeting he entitled to be furnished within seven (7) days after he has made a request in that behalf to the Company with a copy of any minutes referred to above at a charge of Tk. 10/- (ten) for every page. Copies of minutes.

VOTING OF MEMBERS

84. Subject to Article 85 hereinafter:

- 84.1 Upon a show of hands every member entitled to vote and be present in person or by attorney or proxy shall have one (1) vote. Votes

- 84.2 Upon a poll, every member entitled to vote and be present in person or by attorney or proxy shall have one (1) vote for every share held by him


- 85.1 The voting rights of the shareholders shall be strictly proportionate to the number of shares held by them respectively Voting right

- 85.2 Unless and until exemption is given from the provisions of Section '4 (1) (cha) of the Bank Companies Act, 1991 then irrespective of the number of shares held by any member, the voting rights of one shareholder shall in no case exceed five (5%) percent of the aggregate voting rights of all the shareholders Limitation of Voting right.

86. A representative of a corporate body which is a member of the Company duly authorized by a resolution of the directors or appropriate authority of such corporate body may vote on a show of hands and on a poll as if he were an individual member of the Company. The production at the meeting of a copy of such resolution duly signed by a director or appropriate person of such corporate body and certified by him as being a true copy the resolution shall be accepted by the Company as sufficient evidence of the validity of his appointment. Voting by Corporation

87. Votes may be given either personally or by attorney or by proxy through any person or persons or in the case of a corporation, by a representative duly authorized as aforesaid. Votes may be given through proxy or attorney

88. The instrument of appointment of a proxy shall be in writing under the hand of the appointer or his attorney or, if such Appointment of proxy


 আইকন ব্যাংক লিমিটেড
 ঢাকা
 (সীল) (স্বাক্ষর)
 মহোদয় (স্বাক্ষর)
 মেসার্স আইকন ব্যাংক লিমিটেড
 ঢাকা

11/11/25



- Time for
submission of
certified copy of
notarized proxy

- Notice to attorney
or member

- ### Custody of the Instrument

- 

প্রাচীণ
 অধিকার প্রমাণ
 প্রমাণিত
 member
 Of
 (প্রমাণিত অধিকার)
 সরকারী বৈধতা
 বৈধতা প্রমাণ
 প্রমাণিত
 27 FEB 2025

of..... as my proxy/attorney in my absence to attend and vote for me, and on my behalf, at the Ordinary (or Extraordinary, as the case may be) General Meeting of the Company, to be held on the..... day of..... 20....., and at any adjournment thereof.

(please mention membership No. if other identity no. and share no.)

Affix revenue stamp of requisite value

(Signature with date)

Note:

The Proxy must be returned so as to reach the Registered Office of the company not less than 48 hours before the time for holding the aforesaid meeting. The proxy need not be a member of the Company.

- | | | |
|-----|---|-----------------------------|
| 92. | No objection shall be made to the validity of any vote except at the meeting or poll, at which such vote shall be tendered and every vote whether given personally or by proxy not disallowed at such meeting or poll shall be deemed valid for all purposes whatsoever of such meeting or poll | Time for objection to votes |
| 93. | The Chairman of any meeting shall be the sole judge of the validity of every vote tendered at such meeting. The Chairman present at the taking of a poll shall be the sole judge of the validity of every vote tendered at such poll. | Chairman sole judge |
| 94. | Any member whose name is entered in the Register of Members of the Company shall subject to these presents at all General Meetings of the Company enjoy the same rights and be subject to the same liabilities as all other members of the same class | Equal right of Members |



BOARD OF DIRECTORS

95. Until otherwise determined by the Company in General Meeting, the number of Directors excluding Ex-officio Director shall not be more than 20 (twenty) and not less than 10 (ten).

The first Board of Directors of the Company shall be as follows:

1.	Mr. H.N. Ashequr Rahman	Chairman
2.	Mr. Abdul Alim Khan Selim	Vice Chairman
3.	Maj Gen Amjad Khan Chowdhury (Retd.)	Director
4.	Mr. Md. Yasin Ali Nominee of Legacy Fashion Ltd.	Director
5.	Ms. Farah Ahsan	Director
6.	Mr. Md. Kamal Uddin	Director
7.	Mr. Tanveer Ahmed Nominee of Cassiopea Fashion Ltd.	Director
8.	Mr. Shakhawat Hossain	Director
9.	Mr. Alock Kumar Das	Director
10.	Mr. Md. Ali Azim Khan	Director
11.	Alhaj Md. Lokman Hakim	Director
12.	Mr. Ashiqur Rahman Lasker	Director
13.	Ms. Rehana Ashequr Rahman	Director
14.	Mr. Md. Mazibur Rahman Khan	Director
15.	Mr. Mohammed Mamun Salam Nominee of Salim & Brothers Ltd.	Director
16.	Mr. M. A. Maleque	Director
17.	Ms. Nuran Fatema	Director
18.	Mr. SM Jahangir Alam (Manik)	Director
19.	Mr. Saidur Rahman Sarker Nominee of Lusaka Fashion Limited	Director
20.	Mrs. Taslima Islam	Director

96. Deleted
97. The qualification of Director of the Company (other than Directors representing particular shareholders holding shares of the requisite value) shall be the holding in his own name unencumbered shares in the Company of the nominal value of not less than Tk.1,00,00,000/- (Taka one crore). A Director may however, act before acquiring the qualification shares.

Qualification
of Directors

~~(ବୁଦ୍ଧିମାନ ଆସନ)
ସହକାରୀ ଡେପୁଟି
ଡେପୁଟି ଆସନ ସଂଖ୍ୟା
ସେକ୍ସ ୭ ନମ୍ବର~~

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102. If any Director being willing is called upon by the Board to perform extra services or to make any special exertions from otherwise for any or the purposes of the Company, the Company may remunerate such Director either by a fixed sum or otherwise as may be determined by the Board and such remuneration may be either in addition to or in substitution for his remuneration above provided. Special remuneration to Director going out and for extra services.
103. Subject to these presents, the Board shall have power at any time and from time to time to appoint any person a Director to fill a casual vacancy or as an addition to the Board, but the total number of Directors shall not any time exceed the maximum number fixed under Article 95 above. Any Director so appointed shall hold office only until the next following Ordinary General Meeting of the Company but shall be eligible for re-election. While making such appointment, the proportion of Directors appointed or nominated by the Company and categories of shareholders shall be maintained. The Board may fill vacancy and duration of such office.
104. Subject to the provisions of the Act, the continuing Directors may act notwithstanding any vacancy in their body, but so that, if the number falls below the minimum fixed the Board shall not, except in emergencies for the purposes of filling up vacancies or for summoning a General Meeting of the Company, act so long as their number is below the minimum aforesaid, be may so act in the above mentioned circumstances notwithstanding the absence of a necessary quorum under Article 120 hereof.

DISQUALIFICATION OF DIRECTORS

105. The office of the Director shall be vacated if :
- 105.1 he fails to obtain within the time specified in Sub-Section 1 of Section 97 of the Act, or any time thereafter ceases to hold the share qualification, if any, necessary for his appointment; or

Director
vacating
office

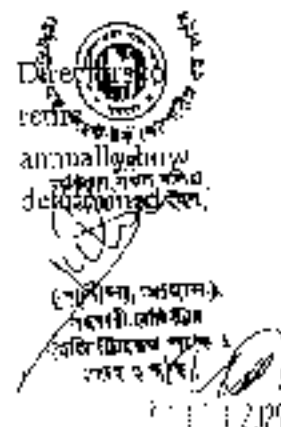

রাফি
অধিদপ্তর, অফিস, ঢাকা
১৫/০২/২০২৫
(স্বাক্ষরিত)
স্বাক্ষরিত, ঢাকা
১৫/০২/২০২৫

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- 105.2 he is found to be of unsound mind by a court of competent jurisdiction; or
- 105.3 he is adjudged an insolvent or bankrupt; or
- 105.4 he absents himself from three (3) consecutive meetings of the Directors or from all meetings of the Directors for a continuous period of three (3) months, whichever is the longer, without leave of absence from the Board of Directors except on grounds of illness or for being out of the Country for health or business reasons for which due intimation has been provided to the Board; or
- 105.5 he acts in contravention of section 103 of the Act; or
- 105.6 he or any firm of which he is a partner or any Private Company of which he is a Director accepts a loan or guarantee from the Company in contravention of Section 103 of the Act;
- 105.7 he resigns office by notice in writing addressed to the Company or to the Directors; or
- 105.8 any nominated or appointed Director is removed for any reason by the Company shareholders by whom he was nominated or appointed; or
- 105.9 he becomes a Director in any other banking company in Bangladesh without permission of the Bangladesh Bank;
- 105.10 he accepts or holds office of profit under this Company other than that of the Managing Director or Legal Adviser or Technical Adviser or Adviser or Banker.

ROTATION OF DIRECTORS

106. At the first Ordinary General Meeting of the Company all the Directors shall retire from office. At the Ordinary General Meeting in every subsequent year one-third (1/3 rd) of the Directors for the time being (other than Independent Director and the Managing



Director) or if their number is not multiple of three (3) then the number nearest to one-third ($1/3^{rd}$) shall retire from office.

107. Of those subject to retire by rotation, the Directors to retire by rotation every year shall be those who have been longest in office since their last election, but as between persons who become Directors on the same day, those who are to retire shall, unless they otherwise agree among themselves be determined by lot. Which Director to retire

108. A Director retiring by rotation shall be eligible for re-election. Retiring Director eligible for re-election

109. If at any meeting at which an election of Directors retiring by rotation ought to take place, the posts of the vacating Director are not filled up, the meeting shall stand adjourned till the same day in the next week at the same time and place and, if at the adjourned meeting the posts of the vacating Directors are still not filled up, the vacating Directors or such of them as have not had their posts filled shall be deemed to have been re-elected at the adjourned meeting. Retiring Directors to remain in office till successors appointed

110. Subject to these presents and the Act, the Company may by Extra-Ordinary Resolution remove any Director before the expiration of his period of office and may by Ordinary Resolution appoint another person in his place, subject to the ratio stated in Article 95 at all times being maintained. The person so appointed shall be subject to retirement at the same time as if he had become a Director on the day on which the Director in whose place he is appointed was last elected Director. A Director so removed shall not be eligible to become a Director. Removal of Directors

111. No person, not being a Director, retiring by rotation, shall be eligible for election to the office of Director at any General Meeting unless he or his authorized agent has at least seven (7) clear days before the meeting submitted at the office a notice in writing under his

Notice of candidature for office of Director
 (স্বাক্ষরিত নথি)
 অফিসে প্রদান করা হবে
 অন্তিম তারিখ ৭ দিন

(স্বাক্ষরিত নথি)
 অফিসে প্রদান করা হবে
 অন্তিম তারিখ ৭ দিন

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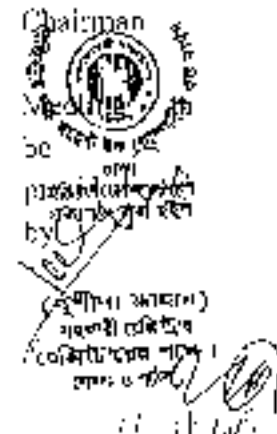
hand or under the hand of such agent signifying his consent or assent to his candidature of the office of Director

CHAIRMAN

- 112.1 The Directors shall elect a Chairman for a period of 3 (three) years. Chairman
- 112.2 Mr. H. N. Asheque Rahman, M.P., shall be the first Chairman of the Company and he, however, be eligible for re-election as Chairman.
- 112.3 Powers and functions of the Chairman shall be determined by the Board in accordance with the rules and regulations set out by the Bangladesh Bank or any other Authority. Powers and functions of Chairman
113. The Chairman shall preside over all meetings of the Board of Directors and the general meetings of the Company Meeting to be presided over by Chairman

VICE CHAIRMAN

- 114.1 The Directors shall elect a Vice Chairman. A person shall Vice Chairman become eligible to become a Vice Chairman of the Company if he attains the qualifications to become a Chairman set forth in the Articles. The Vice Chairman shall be elected for a period of 3(three) years. A person retired as Vice Chairman is eligible for re-election as Vice Chairman Vice Chairman
- 114.2 Mr. Abdul Alim Khan Selim shall be the first Vice Chairman of the Company.
- 114.3 Powers and functions of the Vice Chairman may be Powers and decided by the Board in accordance with the rules and functions of Vice regulations set out by the Bangladesh Bank or any other Chairman Authority. Chairman
- 114.4 The Vice Chairman shall preside over the meeting of the Board and general meetings of the Company in absence of the Chairman. be



PROCEEDING OF DIRECTORS

115. The Board may meet together for the despatch of business, adjourn and otherwise regulate their meetings and proceedings as they think fit. Meeting of Directors
- 116.1 The Chairman or in his absence, the Vice Chairman may at any time convene a meeting of the Directors. When meeting to be convened
- 116.2 Subject to the approval of the Board, the Managing Director may convene a meeting of the Directors.
117. Notice of the meeting given to a Director to the Address registered with the Company shall be deemed to be valid notice. Notice
118. Generally, 7 (seven) days' notice shall be given for meetings of the Director. In case of emergency, the Chairman may call a meeting at a shorter notice at his discretion. Period of Notice
119. Any accidental omission to give notice of any meetings of the Directors shall not invalidate any resolution passed at any such meeting. Omission to give notice.
120. The quorum for a meeting of the Board shall be one-third of its total number of Directors (any fraction contained in that one-third being rounded off as one) for the time being actually present. Quorum
- 121.1 All questions arising at any meeting of the Directors shall be decided by a majority of votes cast by the directors attended the meeting. In case of any equality of votes the Chairman of the meeting shall have a second or casting vote. Voting by the Company Directors
- 121.2 A resolution passed without any meeting of the Directors of which notice has been given to all the Directors for the time being entitled to receive such notice and evidenced by writing under the hand of at least that number of Directors whose votes cast are Resolution by circulation



অফিসে বাকস দলিলা
প্রস্তুত করা হল
২০২৫

(স্বাক্ষরিত)
মহাপরিচালক
মোহাম্মদ হুমায়ুন কবীর
২৭ ফেব্রু২০২৫

27 FEB 2025

required to pass a resolution at a meeting of the Board pursuant to Article 121.1 above shall subject to the provision of the Act and these presents be as valid and effectual as a resolution duly passed at a meeting of the Directors called and held in accordance with the provisions of these presents. This Article shall apply equally to Committee appointed under Article 122 mutatis mutandis, subject to any modifications prescribed by the Directors in particular cases.

122. The Board may appoint an Executive Committee and any Committee or Committees (standing or otherwise) to assist it in discharge of its functions and as are permissible under the rules and regulations framed by the Bangladesh Bank.

Appointment
of
Committee

123. All acts done in any meeting of the Board or by a Committee of Directors or by any person acting as a Director shall, notwithstanding that it may afterwards be discovered that there was some defects and or lapses in the appointment of any such Director or person acting as aforesaid or that they or any of them were disqualified, be as valid as if every such Director or person had been duly appointed and was properly qualified

Acts of
Board or
Committees
valid
notwithstandi
ng defect of
appointment

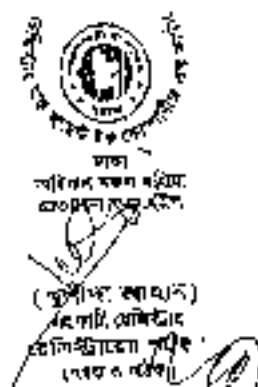
124. The Board shall cause minutes to be duly entered in a book provided for the purpose.

124.1 of the names of the Directors present at each meeting of the Board, and of any Committee appointed by the Board;

124.2 of all orders made by the Board and Committees and

124.3 of all resolutions and proceedings of meetings of the Board and Committees.

125. All such minutes shall be signed by the chairman of the meetings at the next succeeding meeting and all minutes purporting to be so signed shall for all purposes be prima facie evidence of actual passing of the resolutions recorded and the actual and regular



transaction or occurrence of the proceedings so recorded and of the regularity of the meeting at which the same shall appear to have taken place.

POWER OF DIRECTORS

126. The business of the Company shall be managed by the Board who may pay all expenses of getting the Company registered and may exercise all such powers and do all such acts and things as the Company by its Memorandum or otherwise authorized to exercise and do and are not by these presents or by the Act directed or required to be exercised or done by the Company in General Meeting subject to nevertheless to the Provisions of the Act and of the Memorandum and of these presents and to any regulations not being inconsistent with the Act or the Memorandum or these presents from time to time made by the Company in General Meeting, provided that no such regulation shall invalidate any prior act of the Board which would have been valid if such regulation had not been made.

General
powers
of Company
vested in the
Board of
Directors

127. Without prejudice to the general powers conferred by the last preceding Article and the other powers conferred by these presents and so not in any way to limit or restrict any or all of these powers, it is hereby expressly declared that the Board shall have the following powers;

127.1 to pay the cost, charges and expenses preliminary and incidental to the promotion, formation, establishment and registration of the Company;

127.2 to purchase or otherwise acquire for the Company any property, right or privileges which the Company is authorized to acquire at such price and generally on such conditions they think fit ;

127.3 at its discretion to pay for any property or rights acquired by or services rendered to the Company, either wholly or partially in cash or in shares, bonds, debentures, debenture stocks or other securities or the



পাশে
অতিরিক্ত সচিব, মন্ত্রণা
বাহিনী, বাণিজ্য
মন্ত্রণালয়

(স্বাক্ষরিত)
মুহতারম
অতিরিক্ত সচিব
বাণিজ্য মন্ত্রণালয়

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Company and any such shares shall be issued as fully paid up, and any such bonds debentures, debenture stocks or other securities may be either specifically charged upon all or any part of the property of the Company and its uncalled capital not so charged;

- 127.4 to insure and keep insured against loss or damage by fire or otherwise for such period and to such extent as it may think proper all or any part of the buildings, machinery, goods, stores, produce and other real and movable property of the Company either separately or conjointly; also to insure and keep insured any portion of the goods, produce, machinery and other articles imported or exported by the Company and sell, assign, surrender or discontinue any policies of assurance effected in pursuance of this power;
- 127.5 to open accounts with any bank or bankers or with any company, firm or individual and to pay money into and draw money from any such account from time to time as the Board may think fit;
- 127.6 to secure the fulfilment of any contract or engagements entered into by the Company by mortgage or charge of all or any of the property of the Company and its unpaid capital for the time being or in such other manner as it may think fit;
- 127.7 to attach to any shares to be issued as the consideration or part of the consideration for any contract with or property acquired by the Company or in payment for services rendered to the Company such conditions as to the transfer thereof as it may think fit;
- 127.8 to accept from any member on such terms and conditions as shall be agreed as surrender of his shares of stock or any part thereof;
- 127.9 to appoint any person or persons, whether incorporated or not to accept and hold in trust for the Company any property belonging to the Company or in which it is interested, or for any other purpose and to execute and


 दफ्तर
 जल, मत्स्य व वन
 जलियाँ, दिल्ली
 (मु.पो.ना. आवास)
 सचिव, जलियाँ
 जलियाँ, दिल्ली
 दिनांक ११/११/२०१८

do all such acts and things as may be requisite in relation to any such trust and to provide or remuneration of such trustee or trustees;

- 127.10 to institute, conduct, defend, compound or abandon any legal proceeding by or against the Company or its Officers or otherwise concerning the affairs of the Company, and also to compound and allow time for payment or satisfaction of any debt due or of any claim or demand by or against the Company ;
- 127.11 to refer any claim or demand by or against the Company to arbitration and observe and perform the awards ;
- 127.12 to act on behalf of the Company in all matters relating to bankrupts and insolvents ;
- 127.13 to make and give receipts, release and other discharges for money payable to the Company and for the claims and demands of the Company;
- 127.14 to determine from time to time who shall be entitled to sign on the Company's behalf bills, promissory notes, receipts acceptances, endorsements, cheques, dividend warrants, releases, contracts and documents;
- 127.15 to invest and deal with any of the money of the Company not immediately required for the purpose thereof upon such securities and in such manner as they may think fit and time to vary or realize such investments;
- 127.16 to give to any Director, Officer or other person employed by the Company an interest in any particular business or transaction either by way of commission on the gross profit thereon or otherwise or a share in the general profits of the Company and such interest, commission or share of profits shall be treated as a part of the working expenses of the Company;
- 127.17 to provide for the welfare of employees or ex-employees of the Company and the wives and families



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127.12 to subscribe or grant money for any national, charitable, benevolent, public general or useful object or for any exhibition or to any institution, club, society or funds;

127.19 subject to any regulation from time to time imposed by the Authority or Bangladesh Bank, the Board may, before recommending any dividend, set aside out of the profits of the company such sums as they think proper for depreciation or to a depreciating fund or as reserve to reserve fund or sinking fund or any special fund to meet contingencies or to repay debentures or for payment of dividends or for equalizing dividends or for repairing, improving, improving, extending and maintaining any part of the property of the company or for such other purposes as the Board may in their absolute discretion think conducive to the interest of the Company and the Board may invest the several sums so set aside or so much thereof as required to be invested upon such investments (subjects to the restrictions imposed by the Act) as the Board may think fit,

127.20 to appoint and at their discretion remove or suspend such officers or employees of the Company as they may from time to time think fit and to determine their powers and duties and fix their salaries, emoluments and remuneration and to require security in such instances and to such amount as they may think fit. And also without prejudice as aforesaid, from time to time to provide for the management and transactions of the affairs of the Company in such manner as they think fit,

127.21 at any time and from time to time by power of attorney

127 2) at any time and from time to time by power of attorney



ସମ୍ପୂର୍ଣ୍ଣ ଲାଭ
ନଦୀର ଶକ୍ତି
ସେବାଦ୍ୱାରା
ନଦୀର ଶକ୍ତି

21 June 2004

to appoint any person or persons to be the attorney or attorneys of the Company for such purposes and with such powers, authorities and discretion (not exceeding those vested in or exercisable by the Board under these presents) and/or such period and subject to such conditions as the Board may from time to time think fit; and any such appointment if the Board think fit, may be made in favour of the members or any of the members of any local Board established as aforesaid, or in favour of any Company or firm or the members, directors, nominees or managers of any company or firm or otherwise in favour of any fluctuating body or persons, whether nominated directly or indirectly by the Board, and any such power of attorney may contain such powers for the protection or convenience of persons dealing with such attorneys as the Board may think fit;



- 127.22 generally subject to the provisions of the Act and these presents to delegate the powers, authorities and discretion vested in the Board to any person, firm or company as aforesaid;
- 127.23 any such delegate or attorney as aforesaid may be authorized by the Board to sub-delegate all or any of the powers, authorities and discretion for the time being vested in him;
- 127.24 to enter into all such negotiations and contracts and to rescind all such contracts and execute and do all such acts, deeds and things in the name and on behalf of the Company as they may consider expedient for or in relation to any of the matters aforesaid or otherwise for the purpose of the Company ; and
- 127.25 to make rules consistent with the act and these presents to provide for all or any matters for which provision may be necessary or convenient for the purpose of giving effect to the provisions of these presents and the business functions, management and affairs of the Company.
128. The Board from time to time may delegate all or any of their power and authorities as aforesaid to Chairman,



Delegation of
power of the

(স্বাক্ষরিত)
মহাপরিচালক
কেন্দ্রীয় কার্যালয়
সেবায় ৩/১০/২৪

27 FEB 2025

Vice Chairman, other Directors, Managing Director and Board other Officers of the Company as it may deem fit and proper


MANAGING DIRECTOR

- 129.1 The Managing Director of the Company shall be its Chief Executive who shall be appointed by the Board. The post of the Chief Executive of the Company may suitably be re-designated by the Board as it may deem fit and proper
- 129.2 The Managing Director shall be selected from amongst suitable persons in accordance with the rules and regulations set out by the Bangladesh bank.
- 129.3 The Managing Director shall hold office for term of not more than 3 (three) years which may be extended or renewed from time to time subject to the approval of the Bangladesh Bank.
- 129.4 The Managing Director shall be ex-officio Director of the Company.
- 129.5 The Managing Director shall not be required to hold any qualification share nor shall be subject to retirement by rotation or taken into account for determining the rotation for retirement of Directors.
- 129.6 The Managing Director shall exercise the powers as conferred upon him by the Board.

RESERVE AND DIVIDEND

- 130 The Board shall in every year calculate the net profit of the Company for the year remaining after deduction of all general expenses (including provisions for payment of taxes and allocations to any appropriate reserves as may be decided or required by the Government or Bangladesh Bank) and dividend may be paid from the balance of net profit available.

Reserved and dividend


১৩০
অধিকার সঞ্চয় বণিক
বাংলাদেশ
(স্বাক্ষরিত আদেশ)
সচিব (অর্থ) বিভাগ
বাংলাদেশ ব্যাংক
১৩০৩
১৩/১৩/১৩৩

131. The profit of the Company shall be divisible among the members in proportion to the shares held by them respectively. Division of profits

132. The Company in General Meeting may declare a dividend to be paid to the members according to their respective rights and interest in the profit and may fix the time for payment. The Company in General Meeting may declare a dividend

133. No larger dividend shall be declared than is recommended by the Board, but the Company in General Meeting may declare a smaller dividend. No dividend shall be payable except out of the profit of the year or any other undistributed profits and no dividend shall carry interest as against the Company. The declaration of the Board as to the amount of the net profit of the Company shall (subject to the certificate of the auditors) be conclusive. Power of the Board to limit dividend

134. The Board may from time to time pay to the members such interim dividends as in their judgment the position of the Company justifies. Interim dividend

135. The Board shall (subject to permission from relevant authorities) remit any dividend in foreign exchange after payment of local taxes if any, against shares subscribed in the foreign currencies. Remittances of dividend in foreign exchange

136. A transfer of share shall not pass the right to any dividend declared thereon before the registration of the transfer. Dividend on transferred shares

137. Unless otherwise directed, any dividend may be paid by cheque or warrant sent through the post to the registered address of the member or person entitled or in case of joint holders to that one of them first named in the Register of Members in respect of the joint holding, every such cheque shall be made payable to the order of the person to whom it is sent. The Company shall not be liable or responsible for any cheque or warrant lost in transmission or for any dividend lost to the members Procedure of remittance of dividend



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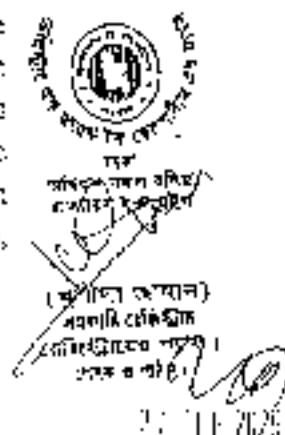
or persons entitled thereto the forged endorsement of any cheque or warrant or the fraudulent or improper recovery thereof by any other means.

CAPITALIZATION

138. Dividends unclaimed for one (1) year after having been declared may be invested otherwise for the benefit of the Company until claimed and all dividend unclaimed for three (3) years after having been declared may be forfeited by the Board for the benefit of the Company provided, that the Board may at any time annul such forfeiture and pay such dividend. Unclaimed dividends
139. Subject to the approval of the Bangladesh Bank as necessary, the Company in General Meeting may resolve that any money, investments or other assets forming part of the undistributed profits (including profits or surplus money arising from the appreciation in value of any capital assets of the Company) standing to the credit of the Reserve or Reserve Fund or any other Fund of the Company or in the hands of the Company and available for dividend or representing premium received on the issue of shares and standing to the credit of the share premium account be capitalized by issue and distribution as fully paid-up shares, debentures, debenture stocks, bonds or other obligations of the Company. Such issue and distribution shall be made to among and in favour of members entitled thereto and in accordance with their respective rights and interest in the share capital. Capitalisation

THE SEAL

140. The Board shall provide for the safe custody of the seal and subject to the provisions hereinafter contained of the signature of certificate of title to shares to the Company, the seal shall never be used except by the authority previously given by the one (1) Director at least shall sign every instrument to which the seal is affixed and every such instrument shall be countersigned by the Managing Director or other person (if any) appointed by the Board, provided, nevertheless, The seal, its Custody and use



that any instrument bearing the seal of the Company and issued for valuable consideration shall be binding on the Company notwithstanding any irregularity of the Directors issuing the same.

141. The Company may, for its use outside Bangladesh have an official seal which shall be a facsimile of the common seal of the Company with the addition on its face of the name of the territory or place where it is to be used. Seal abroad

ACCOUNTS

142. The Board shall cause true accounts to be kept of :

Accounts

- 142.1 all sums of money received and expended by the Company and the matters in respect of which such receipt and expenditure take place;

- 142.2 all banking business carried on by the Company; and

- 142.3 the assets, and liabilities of the Company and generally of all its commercial, financial and other affairs, transactions and engagements and of all other matters necessary for showing the true financial state and condition of the Company and the accounts shall be kept in English/Bangla in such manner as the Board may deem fit and the books of accounts shall be kept at the office or such other place or places as the Board think fit and shall be open to inspection by the Directors during normal business hours.

143. The Board shall from time to time determine whether and to what extent and at what time and places and under what conditions or regulations the accounts and books of the Company or any of them shall be open to the inspection of members not being Directors and no member, not being Director, shall have any right of inspecting any accounts or books or documents of the Company except as conferred by law or authorized by the Directors or by the Company in General Meeting. Inspection by members of accounts and books of the Company

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আবদুল হক
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144. Once at least in every calendar year the Board shall lay before the Company in General Meeting a profit and loss account for the period since the preceding account, or in the case of a first account, since the incorporation of the Company and a Balance Sheet containing a summary of the property and liabilities of the Company made up to a date not more than nine (9) months before the meeting and every such Balance Sheet be accompanied by a report to be attached thereto of the Board as to the state and condition of the Company and as to the amount, if any, which they recommended to be paid out of the profits by way of dividend and the amount if any, set aside by them for the Reserve Fund, General Reserve or Reserve Account shown specifically in the Balance sheet or to be shown specifically in a subsequent Balance Sheet.
145. The profit and loss account shall include particulars showing the total of the amount paid, whether as fees, percentages of profit or otherwise, to the Directors as remuneration for their services and the total of the amount written off for depreciation. If any Director of the Company is by virtue of the nomination (whether direct or indirect) of the Company, a Director of any other company, any remuneration or the emolument received by him for his own use whether as a Director or otherwise in connection with the management of the other company shall be shown in a note at the foot of the account or in a statement attached thereto.
146. The Balance Sheet and the profit and loss account shall be signed by two (2) Directors and by the Managing Director or other person appointed by the Board and the Auditor's Report shall be attached to the Balance Sheet and profit and loss account or there shall be inserted at the foot of the Balance Sheet and the profit and loss account as reference to such Report. A copy of such Balance Sheet and the profit and loss account so audited together with a copy of the Auditor's Report shall at least fourteen (14) days before the meeting at which the same are to be laid before the members of the Company, be sent to every member of the Company and every debenture holder of whose address the

Statement of
accounts and
reports to be
furnished to
General
Meeting
Balance
Sheet to be
served on
every
member

Particulars of
profit and
loss account

Balance
Sheet and
other
documents to
be sent to
every
member

স্বাক্ষরিত
করা হল
অতিরিক্ত ব্যবস্থাপনা
দায়িত্ব প্রাপ্ত
ব্যক্তি
(স্বাক্ষরিত অফিস)
স্বাক্ষরিত অফিস
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Company is aware and a copy of the same shall be deposited at the office for inspection by the members of the Company during a period of at least fourteen (14) days before that meeting.

147. After the Balance Sheet and the profit and loss account have been laid before the Company in General Meeting, three (3) copies thereof signed by the Managing Director or other person appointed by the Board shall be filed with the Registrar of Companies together with the annual list of members and summary prepared in accordance with the requirement of Section 36 of the Act. Copies of Balance Sheet and profit and loss account shall be filed with the Registrar

AUDIT


148. Once at least in every year, the accounts of the Company shall be examined and audited and the correctness of the profit and loss account and Balance Sheet ascertained by one or more Auditor or Auditors. Accounts to be audited
149. The Company at each Annual General Meeting shall appoint an Auditor or Auditors with the approval of Bangladesh Bank being a Chartered Accountant or Accountants to hold office until the next Annual General Meeting and the following provisions shall have effect that is to say: Appointment and qualification of auditors
- 149.1 the Board may fill up any casual vacancy that may occur in the office of Auditor by the appointment of a person being a Chartered Accountant who shall hold such office until the next Annual General Meeting, but while any such vacancy continues, the surviving or continuing Auditors, if any, may act;
- 149.2 a Director or Officer of the Company, or a partner of or person in the employment of such Director or Officer or any person indebted to the Company shall not be appointed Auditor of the Company;
- 149.3 if any person after being appointed Auditor becomes indebted to the Company, his appointment shall thereupon be terminated;



(সীমা আহান)
অতিরিক্ত সিনিয়র
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সিনিয়র অফিসার
সিনিয়র অফিসার

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- 149.4 the first Auditor of the Company may be appointed by the Board before the Statutory Meeting and, if so appointed, shall hold office until the first Annual General Meeting unless previously removed by a resolution of the shareholders in a General Meeting in which case the shareholders of such meeting may appoint Auditors;
- 149.5 a retiring Auditor shall be eligible for re-appointment if permissible;
- 149.6 no person other than a retiring Auditor shall be capable of being appointed in the office of Auditor at an Annual General Meeting unless notice of any intention to nominate him be given to the Company not less than fourteen (14) days before the day appointed for the holding of such Annual General Meeting and in respect of such notice the provisions of Section 210(6) of the Act shall be complied with.
150. The remuneration of the Auditors of the Company shall be fixed by the Company in General Meeting except that the remuneration of any auditors appointed before the Statutory Meeting or to fill any casual vacancy may be fixed by the Board. Remuneration of Auditor
151. The Auditors of the Company shall be entitled to receive notice of and to attend any General Meeting of the Company at which any account which has been examined or reported by them is to be laid before the Company and may make any statements or explanation they desire with respect to the accounts. Auditors entitlement to notice and General Meeting
152. Every account when audited and approved by a General Meeting shall be conclusive except as regards any error discovered therein within three (3) months after the approval thereof. Wherever any error is discovered within that period the account shall forthwith be corrected and henceforth shall be conclusive. Accounts when audited and approved to


 Except
 मध्य प्रदेश
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 (Within jurisdiction)
 (प्रमाणित किया गया)
 अधिकाधिकार क्षेत्र में
 अधिकाधिकार क्षेत्र में
 अधिकाधिकार क्षेत्र में

15.11.2025

within three
months

NOTICE

- 153.1 A Notice (which expression shall be deemed to include and shall include any summons, notice, process, order, judgment or any other document in relation to or in the winding up of the Company) may be given by the Company to any member either personally or by sending it by post (airmail where appropriate) to him at his last address registered with the Company.
- 153.2 Where Notice is sent by post, the service of such Notice shall be deemed to be effected by properly addressing, prepayment and posting a letter containing the Notice and, unless the contrary is proved, to have been effected at the time at which the letter would have been delivered in the ordinary course of post.
154. If a member has no registered address and has not supplied to the Company an address for the giving of Notice to him a Notice addressed to him and advertised in a newspaper circulating in the neighborhood of the office shall be deemed to be duly served upon him on the day on which the advertisement appears. Notice on members having no registered address
155. A Notice may be given by the Company to the joint holders of a share by giving the same to the joint holder named first in the Register of Members in respect of the share. Notice to joint holders
156. Notice of every General Meeting shall be given in such manner hereinbefore authorized to;
- 156.1 every member of the Company, including bearers of share warrants except those members who have not supplied to the Company an address for the giving of Notice to them;
- 156.2 every person entitled to a share in consequence of the death or insolvency of a member who, but for his death or insolvency would be entitled to receive Notice of the



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একত্রিত করি রাখি

(মুহুরিত) আমান

সরকারি রেজিস্ট্রার

কোম্পানি আইন

কোম্পানি আইন


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meeting.

157. Any Notice to be given by the Company shall be signed by the Secretary or such Officer as the Board may appoint. Such signature may be written, printed or lithographed. Notice by Company and signature thereto
158. Every person who by operation of law, by way of transfer or by other means whatsoever, shall become entitled to any share, shall be bound by every Notice in respect of such share which previous to his name and address and title to the share being notified to the Company shall have been duly given to the person from whom he derives his title to such share. Transferee etc bound by print of Notice

WINDING UP

159. Subject to the provisions of these presents if the Company shall be wound up and the assets available for distribution among the members as such shall be insufficient to repay the whole of the paid-up capital, such assets shall be distributed so that, as nearly as may be, the losses shall be borne by the members in proportion to the share held by them respectively. And if in a winding up, the assets available for distribution among the members shall be more than sufficient to repay the whole of the capital held by them respectively. But this Article is to be without prejudice to the rights of the holders of shares upon special terms and conditions. Distribution of assets
160. If the Company shall be wound up (whether voluntarily or otherwise), the liquidators may, with the sanction of an Extra-ordinary Resolution, divide amongst the contributors in specie or kind any part of the assets of the Company and may, with the like sanction, vest any part of the assets of the Company on trustees upon such trusts for the benefit of the contributors or any of them as the liquidators with the like sanction shall think fit. Distribution in specie or and


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নির্বাহক সচিব
ঢাকা
(মুশীনা আহমদ)
নির্বাহী ম্যেজিস্ট্রেট
কোম্পানী সচিব
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SECRECY CLAUSE

161. No member shall be entitled to require discovery of or any information respecting any detail of the Company's trading or any matter which may be in the nature of a trade secret, mystery of trade or secret process which may relate to the conduct of the business of the Company and which in the opinion of the Board it would be inexpedient in the interest of the Members of the Company to communicate to the public. Secrecy clause
162. Subject to law and directives of Bangladesh Bank, the Company shall keep secret and confidential all transactions with its clients. Secrecy of clients transaction
163. Every Director, Manager, Auditor, Trustee, Member of a Committee, officer, servant, agent, or other persons employed in the business of the company shall, if so required by the Board of Directors, before entering upon his duties, sign a declaration pledging himself to observe strict secrecy respecting all transactions of the company with its customers and the state of accounts with individuals and in the matter relating thereto and shall by such declaration pledge himself not to reveal any of the matters which may come to his knowledge in the discharge of his duties except when required so to do by the Board of Directors or any meeting or by a court of law and except so far as may be necessary in order to comply with any of the provisions in this present contained or the law of the land.

INDEMNITY AND RESPONSIBILITY

164. Subject to the provisions of Section 102 of the Act, every Director of the Company, including the Chairman, Vice Chairman, Managing Director or Officer (whether Manager, Secretary or other Officer) or employee of the Company shall be indemnified by the Company against and it shall be the duty of the Directors out of the funds of the Company to pay all cost, losses and expenses, including travelling and Directors and others right to indemnity



স্বাক্ষর
অতিরিক্ত মহাপ্রদীপ
প্রশাসনিক সচিব

(সুজিতা জাহান)
ব্যবস্থাপনা পরিচালক
প্রতিরক্ষা বিভাগ
স্বাক্ষর ও মসিহ

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living expenses which the Chairman, Vice Chairman, Managing Director, Director, Officer or employee aforesaid may incur or become liable for by reason of any contract entered into or act or deed done by him in such capacity or in any way in the proper discharge of his duties.

165. Subject as aforesaid every Director, including the Chairman, Vice Chairman, Managing Director or Officer of the Company shall be indemnified against any liability incurred by him in defending any proceeding (whether civil or criminal) in which judgment is given in his favour or in which he is acquitted or in connection with any application under Section 396 of the Act in which relief is given to him by the court.

ARBITRATION

166. Any dispute arising among the members themselves or between a member and the Board as to the true interpretation of these Articles or the implication thereof shall be referred to the auditor for the time being of the Company or to a board of arbitrators constituted with a nominee from each of the aggrieved parties and the award of the auditor or arbitrators as the case may be shall be binding upon the parties to the arbitration.

AMENDMENT OF ARTICLES

167. The Articles of Association of the Company cannot be changed without the prior permission of the Bangladesh Bank.

