

NOTICE OF THE 10TH ANNUAL GENERAL MEETING

NOTICE is hereby given to all the Members of Meghna Bank Limited (MGBL) that the 10th Annual General Meeting (AGM) will be held on Tuesday, September 19, 2023 at 11.30 A.M. (Dhaka Time) at LAVITA Hall, Lakeshore Hotels (Gulshan) at House – 46, Road – 41, Gulshan, Dhaka - 1212 to transact the following Agendas:

Ordinary Businesses:

Agenda – 1: To receive, consider and adopt the Audited Financial Statements of the Bank for the year ended on December 31, 2022 together with the reports of the Auditors and the Directors thereon;

Agenda – 2: To declare dividend for the year 2022;

Agenda – 3: To appoint Auditors of the Bank for the term until conclusion of the next Annual General Meeting and to fix their remuneration;

Agenda – 4: To elect/re-elect Directors;

Special Business:

Agenda – 5: To consider amendment of Clause no. 1 of the Memorandum of Association of the Bank

Proposed Special Resolution:

“RESOLVED that the Clause no. 1 of the Memorandum of Association of the Bank be and is hereby amended as proposed below:

Existing		Proposed	
1	The name of the company is MEGHNA BANK LIMITED (herein under called the Company).	1	The name of the company is MEGHNA BANK PLC (herein under called the Company).

Agenda – 6: To consider amendments of Articles of Association of the Bank

Proposed Special Resolution:

“RESOLVED that the Article no. 2.8, 23.1, 64, 96, 106, 112.2 and 114.2 of the Articles of Association of the Bank be and is hereby amended as proposed below:

Existing		Proposed	
2.8	"Company" means "MEGHNA BANK LIMITED" a public limited company	2.8	"Company" means "MEGHNA BANK PLC" a public limited company

	incorporated under the Act having its registered office in Bangladesh.		incorporated under the Act having its registered office in Bangladesh.
23.1	The Company shareholders initially cannot transfer any share to any person other than the members of the Company, The shares of a particular group of members be first offered to the members of that group. In case the members of that group decline to purchase the said shares it can be offered to the members of the other group. 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 the quoted price on the Dhaka Stock Exchange or if such quoted price is not available it can be sold at such price determined mutually between the parties.	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.
64	For Annual General Meeting not less than fourteen (14) 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.	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.
96	The Directors representing Group —A shall be elected by the existing Sponsors or by their nominees till Group — B Directors are elected by the members of the Company after floating shares.	96	To be deleted
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 the Chairman 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.	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.

112.2	Mr. H. N. Ashequr Rahman, M.P. , shall be the First Chairman of the Company until he tenders his resignation or becomes disqualified to continue as Director of the Company.	112.2	Mr. H. N. Ashequr Rahman, M.P. , shall be the First Chairman of the Company and he, however, be eligible for re-election as Chairman.
114.2	Mr. Abdul Alim Khan Selim shall be the first Vice Chairman of the Company until he tenders his resignation or disqualified to continue as Director of the Company.	114.2	Mr. Abdul Alim Khan Selim shall be the first Vice Chairman of the Company.

Dated: August 22, 2023

By order of the Board



Md. Rafiqul Islam Khan, FCS
Company Secretary

Notes:

1. The "Book Closure/Record Date" is August 30, 2023 as approved by the Board of Directors of the Bank.
2. Shareholders whose name appeared in the Members Register of the Bank at the close of business on 30th August, 2023 (Book Closure/Record Date) will be eligible to attend and vote in the Tenth Annual General Meeting and will be entitled for Dividend (if any).
3. Members entitled to attend the Annual General Meeting are allowed to appoint a Proxy to attend and vote on his/her behalf. The Proxy Form, affixed with requisite revenue stamp, duly filled-in and signed, must be deposited at the Registered Office of the Company at least 72 hours before the time fixed for holding the Annual General Meeting.