



সাফল্যের  
সাথে  
আগামীর  
পথে

# Notice of The 22<sup>nd</sup> Annual General Meeting

JAMUNA BANK

# JAMUNA BANK

## Jamuna Bank Limited

Head Office: Jamuna Bank Tower, Plot-14, Block-C, Bir Uttam A.K Khandakar Road, Gulshan-1, Dhaka,  
Phone 16742 | +8809610005678; Fax: 09610472124 Website: jamunabankbd.com, SWIFT:JAMUBDDH

### Notice of The 22<sup>nd</sup> Annual General Meeting

Notice is hereby given to all Members of Jamuna Bank Limited that the 22nd Annual General Meeting (AGM) of the members of the Company will be held on **Wednesday, the 21st June 2023** at **11:00 AM** (Bangladesh Time) by using digital platform (through the link <https://jamunabank.bdvirtualagm.com>) to transact the following businesses and to adopt necessary resolutions:

#### Agenda

##### (A) Ordinary Business:

- To receive, consider and adopt the Audited Financial Statements for the year ended on 31st December 2022 together with Directors' Report and Auditors' Report thereon.
- To declare the dividend for the year ended on 31st December 2022 as recommended by the Board of Directors.
- To elect/re-elect Directors/Independent Directors of the Bank.
- To appoint External Auditor(s) of the Company for the year 2023 until the next Annual General Meeting and fix their remuneration.
- To appoint Corporate Governance Compliance Auditor(s) for the year 2023 and fix their remuneration.

##### (B) Special Business:

###### (1) To increase Authorized Capital:

The Authorized Capital of the Company be increased from Tk.1000,00,00,000 (Taka One Thousand Crore) only to Tk.1500,00,00,000 (Taka One Thousand Five Hundred Crore) only as well as amend in the relevant clauses of the Memorandum and Articles of Association of the Bank by adopting the following special resolution:

(i) Resolved that the existing 'Clause-V' of the Memorandum of Association of the Company be and is hereby amended as under:

Existing	Proposed
<i>The authorized share capital of the company shall be Tk.10,00,00,00,000 (Taka One Thousand Crore) only divided into 1,00,00,00,000 (One Hundred Crore) Ordinary Shares of Tk.10/- (Taka 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.</i>	<i>The authorized share capital of the company shall be Tk.15,00,00,00,000 (Taka One thousand five hundred Crore) only divided into 1,50,00,00,000 (One hundred fifty Crore) Ordinary Shares of Tk.10/- (Taka 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.</i>

(ii) Resolved that the existing first paragraph of 'Article-4' of the Articles of Association of the Company be and is hereby amended as under:

Existing	Proposed
<i>The authorized Share Capital of the company shall comprise of Tk.10,00,00,00,000 (Taka One Thousand Crore) only divided into 1,00,00,00,000 (One Hundred Crore) Ordinary Shares of Tk 10/- (Taka Ten) each.</i>	<i>The authorized Share Capital of the company shall comprise of Tk.15,00,00,00,000 (Taka One Thousand five hundred Crore) only divided into 1,50,00,00,000 (One hundred fifty Crore) Ordinary Shares of Tk 10/- (Taka Ten) each.</i>

###### (2) To change the registered name of the Bank:

To adopt the change of registered name of the Bank to '**Jamuna Bank PLC**' from '**Jamuna Bank Limited**' in accordance with the Companies Act, 1994 (2nd Amendment 2020) and to amend in the relevant clauses of the Memorandum and Articles of Association of the Bank by adopting the following special resolution:

*"Resolved that the proposal of changing of registered name of the Bank to '**Jamuna Bank PLC**' from '**Jamuna Bank Limited**' in accordance with the Companies Act, 1994 (2nd Amendment 2020) and amendment in the relevant clauses of the Memorandum and Articles of Associations of the Bank be and is hereby approved subject to approval of regulatory authorities. Accordingly, the old name of the Bank will be replaced by the new name in all the statutory/title documents, licenses and other relevant documents".*

All the honorable members/shareholders of Jamuna Bank Limited are requested to kindly make it convenient to attend the meeting virtually in time.

By order of the Board of Directors  
Sd/-

May 23, 2023  
Dhaka, Bangladesh

**M. A. Rouf**  
Company Secretary

## Notes:

- The Board of Directors recommended **@17.50% Cash (i.e. Tk. 1.75 per share of Tk. 10.00 each) & 8.50% Stock dividend** for all shareholders of the Bank for the year ended on December 31, 2022.
- The 'Record Date' in lieu of Book Closure was **Monday, May 22, 2023**. The Shareholders whose names appeared in the Members Register of the Company under CDS on Record Date (May 22, 2023) will be eligible to attend the 22nd AGM and would be qualified to receive Dividend.
- A member entitled to attend and vote at the AGM may appoint a proxy to attend the meeting and take part in the proceedings thereof on his/her behalf. The scanned copy of "Proxy Form", duly signed and affixed with BDT 20 revenue stamp must be sent through email to Bank's Share Office at **quzi.akbar@jamunabank.com.bd**/deposited at the Registered Office of the Bank no later than 72 hours before commencement of the AGM.
- The shareholders will join the virtual AGM through the link **https://jamunabank.bdvirtualagm.com**, which will be conducted via live webcast by using digital platform. In order to login into the system, the shareholders need to put their 16-digit Beneficial Owner (BO) Number and other credentials as a proof of their identity. The shareholders will be able to submit their questions /comments electronically before 24(twenty-four) hours of commencement of the AGM through above link and also during the Annual General Meeting. Link of the meeting and login details will be notified to the respective Member's email address and by SMS. Full login/participation process for the Digital Platform meeting will also be available in the Bank's website:www.jamunabankbd.com.
- The Online (real time) or e-voting option will be opened before 24 hours prior to start of general meeting and shall remain open up to the closure of general meeting.
- Members whose email addresses have been updated/changed in the meantime, are requested to email us at **quzi.akbar@jamunabank.com.bd** mentioning their full name, BO ID, email address and mobile number to get the digital platform meeting invitation.
- Pursuant to the Bangladesh Securities & Exchange Commission Notification No. BSEC/CMRRCD/2006-158/ 208/Admin/81 dated 20 June 2018, we have already sent the Annual Report-2022 of the Bank, Proxy Form and Notice of the 22nd AGM in soft form to the e-mail of the shareholders available in their Beneficial Owners (BO) accounts maintained with the Depository. Shareholders may also collect the printed copy of the Annual Report-2022 from the registered address of the Bank. Soft copy of the Annual Report-2022, Notice of 22nd AGM and Proxy Form will also be available at the website of the Bank i.e. **www.jamunabankbd.com**.
- Members are requested to update their 12 digit Taxpayer's Identification Number (e-TIN) through their respective Depository Participants (DPs). In default, the tax from cash dividend of individual taxpayer will be deducted @ 15% instead of @10%.
- Concerned Depository participants (DP)/Merchant Banks are requested to provide us with a list of their margin loan holders who hold Jamuna Bank shares, as on record date with the details of Shareholders' name, BO ID, shareholding position, cash dividend receivable, tax rate etc. (in MS Excel format), within June 15, 2023, along with the name of the contact person to the Share Division of the Bank and requested to email soft copy of the same at **quzi.akbar@jamunabank.com.bd** or **myrul.chowdhury@jamunabank.com.bd** for facilitating payment of Cash Dividend. The DP/ Stock Brokers are requested to provide us with their Bank Account name & number, routing number etc. for receiving the dividends of their margin loan holders.
- As per Bangladesh Securities and Exchange Commission's Circular No.SEC/CMRRCD/2009-193/154 dated October 24, 2013, "no benefit in cash or kind, other than in the form of Dividend (i.e. No Food/Box/Gift Coupon etc.)" to be distributed at the AGM.

To get the link of the AGM scan the QR code





## JAMUNA BANK

### Head Office

Jamuna Bank Tower  
Plot No. 14, Block C  
Bir Uttam A.K. Khandaker Road  
Gulshan-1, Dhaka-1212  
Phone : 09610-0056987  
Swift : JAMUBDDH  
E-mail : [info@jamunabank.com.bd](mailto:info@jamunabank.com.bd)  
www : [jamunabank.com.bd](http://jamunabank.com.bd)

