



PUBALI BANK LIMITED

Registered Office
26 Dilkusha Commercial Area, Dhaka-1000, Bangladesh

NOTICE OF THE 40TH ANNUAL GENERAL MEETING

Notice is hereby given to all concern that the 40th Annual General Meeting (AGM) of Pubali Bank Limited will be held on **Tuesday, 06 June 2023 at 10.30 AM** (Dhaka Time) using Hybrid System i.e. at **Pubali Bank Auditorium, Head Office, 26 Dilkusha C/A, Dhaka** with physical presence and also virtually through the link <https://www.pubalibangla.com/AGM2023> by using digital platform to transact the following businesses:

AGENDA

Ordinary Business:

1. To receive, consider and adopt the Audited Financial Statements for the year ended 31st December 2022 and Reports of the Directors and Auditors thereon.
2. To declare Dividend for the year ended 31st December 2022 as recommended by the Board of Directors.
3. To re-appoint the Statutory Auditors of the Bank for the year 2023 and to fix their remuneration.
4. To appoint Corporate Governance Compliance Auditor for the year 2023 and to fix their remuneration.
5. To elect / re-elect Directors in place of retiring Directors and in the casual vacancy created due to death of Mr. Ahmed Shafi Choudhury, Ex Director.

Special Business:

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

"Resolved that the proposal of changing of registered name of the Bank to 'Pubali Bank PLC' from 'Pubali Bank Limited' in accordance with the Companies (2nd Amendment) Act, 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."

All the honorable members/shareholders of Pubali Bank Ltd. are requested kindly to make it convenient to attend the meeting physically or virtually in time.

Dated: Dhaka
10 May 2023

By order of the Board of Directors
sd/-
Md. Anisur Rahman
Company Secretary

NOTES:

- a) The members whose names will appear on the Members/Depository Register as on the "**Record Date**" i.e. **Thursday, 11 May 2023** are eligible to attend/participate and vote in the 40th Annual General Meeting (AGM) and also entitle to receive dividend.
- b) Pursuant to BSEC's Order Nos. SEC/SRMIC/94-231/25, BSEC/CMRRCD/2009-193/08 and SEC/SRMIC/94-231/91 dated 08 July 2020, 10 March 2021 and 31 March 2021 respectively, the Annual General Meeting will be conducted using Hybrid System i.e. at **Pubali Bank Auditorium, Head Office, 26 Dilkusha C/A, Dhaka** with physical presence and also virtually through the link <https://www.pubalibangla.com/AGM2023> by using digital platform
- c) As per Companies Act 1994 under Regulation 79, 80 and 81 of schedule- I and as per article no. 90 & 91 of the Bank's Articles of Association, one- third of the directors need to retire every year and they will be eligible for re-election. Under this circumstances, the honorable directors (a) Mr. Moniruddin Ahmed (b) Ms. Rumana Sharif (Nominated by Delta Life Insurance Co. Ltd.) (c) Mr. Md. Abdur Razzak Mondal (Nominated by Thats It fashions Ltd.) and (d) Mr. Mustafa Ahmed will retire in the 40th Annual General Meeting and they are eligible for re-election.
- d) A Member entitled to attend and vote at the Annual General Meeting may appoint a **Proxy** to attend and vote in his/her stead. He / she shall have to submit his / her **proxy form**, duly filled in, signed and stamped (along with other necessary papers, if any) through online after successful completion of Registration or Paper based Manual form in the Share Department, 3rd floor, Registered Office, 26 Dilkusha C/A, Dhaka of the Bank no later than 48 hours before commencement of the Annual General Meeting i.e. **Sunday, 04 June 2023 up to 10.30 AM**.

- e) An entitled member who wants to attend the meeting and cast his/her vote physically has to submit his/her duly filled and signed registration form to the registration counter at Registered Office of **Pubali Bank Limited, Credit Conference Room, 5th Floor, 26 Dilkusha C/A, Dhaka** of the Bank. Then an OTP (One Time Password) will be sent to his/her mobile number and email address mentioned in the registration form. By using the OTP, he/she will be able to attend in the meeting physically in the AGM venue (Pubali Bank Auditorium, 13th floor, Head Office, 26 Dilkusha C/A, Dhaka) and exercise his/her voting right through ballot paper (at Registered Office of **Pubali Bank Limited, Credit Conference Room, 5th Floor, 26 Dilkusha C/A, Dhaka** of the Bank). Time for physical registration will be **Tuesday, 06 June 2023** from **8.00 AM** to before closure of the Meeting and time for physical voting will be **Tuesday, 06 June 2023** from **10.30 AM** to before closure of the Meeting.
- f) An entitled member who wants to attend the meeting virtually by using digital platform and cast his/her vote through online has to go to the link: <https://www.pubalibangla.com/AGM2023> for login to the system. After putting his/her 16 digit BO ID/folio ID, an OTP (One Time Password) will be sent to his/her registered mobile number and email address (as per CDBL data). By using the OTP, he/she will be able to attend and cast his/her vote through online. Time for online registration and e-voting will be **Monday, 05 June 2023** from **8.00 AM** to before closure of the Meeting on **Tuesday, 06 June 2023**.
- g) A valid **proxy holder** may attend the meeting virtually through link: <https://www.pubalibangla.com/AGM2023> by using digital platform or physically in the AGM venue (Pubali Bank Auditorium, 13th floor, Head Office, 26 Dilkusha C/A, Dhaka) and may cast his/her vote through online (link: <https://www.pubalibangla.com/AGM2023>) from **Monday, 05 June 2023** at **8.00 AM** to before closure of the Meeting on **Tuesday, 06 June 2023** or paper ballot (at Registered Office of **Pubali Bank Limited, Credit Conference Room, 5th Floor, 26 Dilkusha C/A, Dhaka of the Bank**) from **Tuesday, 06 June 2023** at **10.30 AM** to before closure of the Meeting.
- h) The last date of submission of nomination paper through link www.pubalibangla.com/AGM2023 or manually at Board Division for election of Directors is **29 May 2023** up to **5.00 PM**. Scrutiny of nomination papers will be completed on **31 May 2023** and will be published the eligible candidates list in the Notice Board of the Bank's Registered Office, 26 Dilkusha C/A, Dhaka by the Chief Election Commissioner and also in the bank's website by **5.00 PM**. Last date of withdrawal of nomination paper through email to "chiefelectioncommissioner@pubalibankbd.com" or paper based manually on **01 June 2023** up to **5.00 PM** and list of names of final candidates to be published in the Notice Board of the Bank's Registered Office, 26 Dilkusha C/A, Dhaka by the Chief Election Commissioner and also in the bank's website on **01 June 2023** after **5.00 PM**.
- i) Nomination form, Registration Form and Proxy Form will be available in the Bank's website www.pubalibangla.com
- j) All the online related activities are available in the link: <https://www.pubalibangla.com/AGM2023>
- k) Pursuant to the Bangladesh Securities and Exchange Commission (BSEC) Notification No. BSEC/CMRRCD/2006-158/208/Admin/81 dated 20 June 2018, the soft copy of the Annual Report 2022 will be sent to the email addresses of the Members available in their Beneficial Owner (BO) accounts maintained with the Depository. The soft copy of the Annual Report 2022 will also be available in the Bank's website at: www.pubalibangla.com.
- l) Merchant Banks and depository participant (DPs) are requested to email the soft copy of their margin clients list (in MS Excel format) as on 'Record Date' at boardpbl@pubalibankbd.com followed by hard copy within **05 June 2023** for facilitating payment of Cash Dividend.
- m) The Board of Directors has recommended **M/s MABS & J Partners Chartered Accountants** and **M/s A. Qasem & Co. Chartered Accountants** to re-appoint as auditor of the bank for the year 2023.
- n) The Board of Directors has recommended **M/s Mohammad Sanaullah & Associates, Chartered Secretaries & Management Consultants** to re-appoint as Corporate Governance Compliance Auditor of the bank for the year 2023.

Payment of Dividend:

- Cash Dividend amount will be credited to the respective bank account of the shareholder through BEFTN.