



## BANGLADESH COMMERCE BANK LIMITED

Corporate Office: Eunoos Trade Center (Level-22)  
52-53, Dilkusha C/A, Dhaka-1000, Bangladesh

### Notice of the 18<sup>th</sup> Annual General Meeting

Notice is hereby given to all the Honorable shareholders of Bangladesh Commerce Bank Limited that the 18<sup>th</sup> Annual General Meeting will be held on Saturday 31<sup>st</sup> December, 2016 at 11:00 a.m. at the National Sports Council Auditorium, 62/3, Purana Palton, Dhaka-1000 to transact the following business:

#### 1) Ordinary Business :

- To receive, consider and adopt the Audited Financial Statements for the year ended on 31<sup>st</sup> December, 2015 along with the Report of the Directors and Auditors thereon.
- To appoint Auditor(s) & fix up their remuneration for the year 2016.
- Confirmation of newly appointed Directors of 'GA' group.
- To retire and elect/re-elect one Director from 'Ga' Group in accordance with the provisions of law and the Articles of Association of the Company.

#### 2) Special Business :

As per the judgment passed in Writ Petition No. 8205/2014 by the Hon'ble High Court Division and opinion obtained from Bangladesh Bank & Ministry of Finance the amendment of Article 96(2) of the Articles of Association of the Bank be amended as under:

e'vstKi msN newai 96(2)-Gi we`gwb aviv	e'vstKi msN newai 96(2)-Gi cŃ f weZ mstkwaz aviv
১২নং আইনের বিধান অনুযায়ী কোম্পানীর পরিচালক পর্ষদ ব্যবস্থাপনা পরিচালক ব্যতিরেকে ১১ জন পরিচালক সমন্বয়ে গঠিত হবে, যাহাদের মধ্যে "ক" শ্রেণীর ৪ জন, "খ" শ্রেণীর ২ জন এবং "গ" শ্রেণীর ৪ জন এবং সরকার মনোনীত ১ জন হবেন। তবে অত্র সংঘ বিধি ও সংঘ স্মারকে স্বাক্ষরকারী ব্যক্তিগণ প্রথম পরিচালনা পর্ষদে সদস্য বলে বিবেচিত হবেন। তবে শর্ত থাকে যে, ধারা ৫ এর উপধারা (৩) ও (৪) এর ব্যবস্থা মোতাবেক একই ধারা উপ-ধারা (২) এর উল্লিখিত শেয়ার অংশে যদি কম-বেশী হয়ে থাকে বা, ক্ষেত্রমত, শ্রেণী বহির্ভূত শেয়ারহোল্ডার থাকার ক্ষেত্রে বাংলাদেশ ব্যাংক পরিচালক পর্ষদের বিভিন্ন শ্রেণীর সদস্যের সংখ্যা যথাযথভাবে হ্রাস বৃদ্ধি করতে পারবে।	ব্যাংক কোম্পানী আইনের বিধান অনুসরণপূর্বক বাংলাদেশ ব্যাংক কর্তৃক সময়ে সময়ে জারীকৃত নির্দেশনা অনুযায়ী পরিচালক পর্ষদের মোট সদস্য সংখ্যা পর্ষদ কর্তৃক নির্ধারিত হইবে। বিভিন্ন শ্রেণীর শেয়ারহোল্ডারদের শেয়ার ধারণের আনুপাতিক হারে স্ব স্ব শ্রেণী হইতে পরিচালনা পর্ষদের পরিচালক পদ বরাদ্দ করা হইবে।

Dated: Dhaka, December 08, 2016

By order of the Board of Directors

Sd/-

(Md. Salim Hasan)  
Company Secretary

#### NOTES:

- The date of Book Closure of the shareholders of the Company was from **03-08-2016 to 04-08-2016 as per previous notice dated 26-07-2016** published in the Daily Ittefaq & the Daily Financial Express remain valid.
- Any shareholder of the Company is entitled to attend and vote at the Annual General Meeting may appoint any person as his/her proxy to attend and vote on his/her behalf.
- Proxy Form or Power of Attorney or Authorization Letter or Authorization attested by Notary Public is to be submitted to the Registered Office of the Company at least **72 hours** before the time fixed for the Meeting. If duly filled in Proxy Form affixing revenue stamp of Tk. 20.00 is not submitted within the stipulated time, the Proxy will not be treated as valid.
- 01(one) Director will go on retirement on the basis of seniority and 01 (one) Director will be elected from the shareholders of 'Ga' Group as per Article 112 to 114 of the Articles of Association of the Bank. Interested candidates personally or by authorized person can collect Nomination Papers for election of 01 (One) Director from shareholders of 'Ga' group which will be available and can be collected from Election Commission at Bank's Registered Office from **21-12-2016 to 22-12-2016** during office hours. Nomination Papers shall be submitted by 4:00 p.m. on **26-12-2016**. Nomination Papers will be scrutinized on **27-12-2016** and withdrawal of nomination will be allowed till 4:00 p.m. on **28-12-2016**. List of valid candidates will be hung on the Notice Board of the Registered Office of the Bank on **29-12-2016**. Annual General Meeting will be held on **31-12-2016**. After completion of all other agenda election activities will start at the meeting place to elect 01(one) Director from the shareholders of 'Ga' Group and result will be declared by the Election Commission after counting the Votes on the same day.
- Registration Counter on the day of Annual General Meeting will remain open from **09:00 a.m. to 11:00 a.m.** Presentation of **Attendance Slip** provided by the Bank is a must for registration.
- Annual Report 2015 has already been sent to respected share holders on 15-08-2016 and Notice of 18<sup>th</sup> Annual General Meeting will be sent to the registered address of all respective Shareholders. Anybody who has not received the Annual Report, Notice/Proxy Form is requested to visit the website [www.bcblbd.com](http://www.bcblbd.com) of the Bank or contact with Board Division of the Registered Office (Contact No. **0961-3221070**).
- Respected Shareholders are requested to inform regarding change of address (if any) to the Board Division of the Registered Office.
- To hold the Annual General Meeting successfully the respected Shareholders are requested not to bring children or any person who is not a Shareholder of the Bank at the meeting.
- No gift/Gift Coupon/ Food Box will be served in the 18<sup>th</sup> AGM as per instruction of BSEC.**

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