



NOTICE OF THE 11TH (ELEVENTH) ANNUAL GENERAL MEETING (AGM)

Notice is hereby given that the 11th (eleventh) Annual General Meeting (AGM) of NRB Bank Limited will be held on **Thursday, 27 June 2024 at 11:00 a.m. (BD Standard Time)** through **Hybrid System** i.e. online video conferencing (<https://nrbbank.bdvirtualagm.com>) as well as physical presence of honorable Shareholders of the Bank at Renaissance Dhaka Gulshan Hotel (R Events, Level 2), 78 Gulshan Avenue, Dhaka- 1212 to transact the following businesses and adopt necessary resolutions:

AGENDA

A. ORDINARY BUSINESS:

1. To receive, consider and adopt the Profit & Loss Account of the Bank for the year ended 31 December 2023 and the Balance Sheet as of that date together with the Reports of the Directors and the Auditors thereon.
2. To declare dividend for the year ended 31 December 2023 as recommended by the Board of Directors.
3. To elect/re-elect of Directors of the Bank.
4. To appoint Auditor(s) of the Bank for the period until the next Annual General Meeting and to fix their remuneration.
5. To appoint Compliance Auditor for certification as per Corporate Governance Code for the year 2024 and to fix their remuneration.

B. SPECIAL BUSINESS:

1. To change the registered name of the Bank to 'NRB Bank PLC.' from 'NRB Bank Limited'

To change the registered name of the Bank to 'NRB Bank PLC.' from 'NRB Bank Limited' by adopting the following **Special Resolution**:

"Resolved that the proposal of changing the registered name of the Bank to 'NRB Bank PLC.' from 'NRB Bank Limited' in accordance with the Companies Act, 1994 (amendment upto 2020) as well as amendment in the relevant clauses of the Memorandum and Articles of Association of the Bank be and is hereby approved subject to approval of shareholders and regulatory authorities."

By order of the Board of Directors

Md Rezaul Karim
Company Secretary (CC)

3 June 2024
Dhaka

Notes:

- a) The Board of Directors has recommended '10% Cash Dividend for the General Securities Holders other than Sponsors and Directors and 6% Cash Dividend for the Sponsors and Directors' (Out of Total 690,587,200 Paid-up Shares, General Securities Holders hold 175,749,659 Shares and Sponsors & Directors hold 514,837,541 Shares) for the year ended 31 December 2023.
- b) **2 June 2024 (Sunday)** was fixed as the Record Date. The Shareholders whose names appeared in the Register of members of the Company and/or in the Depository Register (CDBL) on the record date, they are eligible to attend/join the 11th AGM and entitled to receive Dividend as approved in the AGM. Tax will be deducted as per govt. rules.
- c) A member eligible to attend/join and vote at the Annual General Meeting (AGM) may appoint a proxy to attend/join and vote on his/her behalf. The Proxy Form, duly stamped & signed by the member, must be submitted by himself/herself or sent through email to the Share Department of the Bank at share@nrbbankbd.com at least **48 (forty-eight) hours** before the time of holding the meeting.
- d) Retirement/election/re-election of the Directors of the Bank will be conducted in compliance with the Bank Companies Act 1991, the Companies Act 1994, the Articles of Association of the Bank, Election Rules of the bank and other prevailing rules & regulations of the country. Election Rules, Nomination Forms, Agent Authorization Form, other Declaration Form(s) (if any) as per prescribed format and the schedule of submission of the Nomination Form will be available at the Bank's website/Registered Office. Last date for submission of nomination paper will be 10 June 2024, Monday, before 05:00 p.m. at the Registered Office of the Bank.
- e) Existing External Auditor M/S. G. Kibria, Chartered Accountants have completed 1(one) year as Auditors of the Bank appointed by the honorable Shareholders as per advice & approval of Bangladesh Bank. As per rule, they are eligible for re-appointment.
- f) The soft copy of the Annual Report-2023 along with Notice of the 11th AGM and Proxy Form will be duly sent to the email addresses of the Members available in their BO accounts maintained with Depository Participants (DP). Soft copy of the same will also be available in the Bank's Website: <https://www.nrbbankbd.com>.
- g) The Members will be able to submit their questions/comments and vote electronically started 24 (twenty-four) hours before commencement of the AGM and during the AGM. Detail Login/Participation process for joining 11th AGM through Online/Digital Platform will also be available in the Bank's website: <https://www.nrbbankbd.com>.
- h) Depository Participants (DP)/Stock Brokers are requested to send the list of Margin Account Holders based on "Record Date" to pay off the Cash Dividend, if any, within 20 June 2024 and also requested to mail the same in MS Excel format at share@nrbbankbd.com. In case of non-submission of such option within the stipulated time, the dividend will be paid off as deemed appropriate by the Bank.

Corporate Head Office

Uday Sanz

Block: SE (A), Plot: 2/B, Road: 134, South Avenue
Gulshan - 1, Dhaka-1212.

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