



JAMUNA BANK

Jamuna Bank Limited
Jamuna Bank Tower, Plot-14
Block-C, Bir Uttam A.K Khandaker Road
Gulshan-1, Dhaka. Tel: +880 9610005678

NOTICE OF THE 19th (NINETEENTH)
ANNUAL GENERAL MEETING

Notice is hereby given to all the Members of Jamuna Bank Limited (JBL) that the 19th (nineteenth) Annual General Meeting (AGM) of the members of the Company will be held on **Thursday, the 27th August 2020** at 11:00 A.M. by using **digital platform** through the link <https://jamunabank.bdvirtualagm.com> to transact the following businesses and to adopt necessary resolutions:

(A) ORDINARY BUSINESS:

- To receive, consider and adopt the Audited Financial Statements for the year ended on 31st December 2019 together with Directors' Report and Auditors' Report thereon.
- To declare the dividend for the year ended on 31st December 2019 as recommended by the Board of Directors.
- To elect/re-elect Directors of the Bank.
- To appoint/reappoint External Auditor(s) of the Company for the year 2020 until the next Annual General Meeting and fix their remuneration.
- To appoint Corporate Governance Compliance Auditor (s) for the year 2020 and fix their remuneration.

(B) SPECIAL BUSINESS:

- To amend Clause-II of the Memorandum of Association of the Bank.**

Resolved that the Clause-II of the Memorandum of Association of the Bank be and is hereby replaced by the following Clause-II :

"The Registered Office of the Company shall be situated at Jamuna Bank Tower, Plot No. 14, Block-C, Bir Uttam A. K. Khandaker Road, Gulshan-1, Dhaka-1212."
- To include new definitions at Article 2 h.(i) & Article 2 l.(i) of the Articles of Association of the Bank.**

Resolved that the following new definitions be and are hereby included at Article 2 h.(i) & Article 2 l.(i) of the Articles of Association of the Bank:

"2 h.(i) Representative Director/Nominee Director

"Representative Director/Nominee Director" means a Director who is a member of the Board as the representative for a company/ institute/ organization to be appointed by them and supported by their Board Resolution.

2 l.(i) Sponsor

"Sponsor" means any person or institution who subscribes to the initial capital of a company."
- To amend Article 5 of the Articles of Association of the Bank.**

Resolved that the Article 5 of the Articles of Association of the Bank be and is hereby replaced by the following Article 5 :

"The Company shall maintain electronic Register of Members and Index of Members in accordance with Section 34 and 35 respectively of the Act."
- To amend Article 16(ii) of the Articles of Association of the Bank.**

Resolved that the Article 16(ii) of the Articles of Association of the Bank be and is hereby replaced by the following Article 16(ii) :

"The maximum shareholding of a member of the Company shall be subject to restriction laid down in Section 14KA of the Bank Companies Act 1991."
- To amend Article 26(i) of the Articles of Association of the Bank**

Resolved that the Article 26(i) of the Articles of Association of the Bank be and is hereby replaced by the following Article 26(i) :

"The Directors may at their sole and absolute discretion decline to register or acknowledge any transfer of share without assigning any reason therefor and shall if so decline in respect of any shares upon which the Company has a lien or whilst any member executing the transfer is (either individually or jointly with any other person or persons) indebted to the Company on any account whatsoever or whilst any money in respect of the shares to be transferred or any of them remain unpaid and when such transfer results in validation of restriction relating to accumulation of more than 5% voting right in one shareholder or the restriction laid down in Section 14KA relating to centralization of shares in one family, of the Bank Companies Act 1991"
- To include new Article 91(iii) & Article 91(iv) at the Articles of Association of the Bank**

Resolved that the following new Articles be and are hereby included at Article 91(iii) & Article 91(iv) of the Articles of Association of the Bank:

"Article 91. (iii) A company/institute/organization, holding sufficient qualifying shares of the Company, will also be eligible to acquire an office of Director in the Company provided that such company/institute/organization (if elected as Director) would be represented in the Company by Representative Director/Nominee Director under Section-90(3) of the Companies Act 1994 subject to providing Board Resolution of such company/institute/organization as well as compliance of regulatory requirements.

Article 91. (iv) No person shall, unless recommended by the Board of Directors of the Company for election, be eligible for election to act as Director of the Company."
- To delete Article 94 of the Articles of Association of the Bank**

Resolved that the Article 94 be and is hereby deleted.
- To amend Article 95 of the Articles of Association of the Bank**

Resolved that the Article 95 of the Articles of Association of the Bank be and is hereby replaced by the following Article 95:

"The Directors, as per the provisions of Section 18 of the Bank Companies Act, 1991, shall be entitled to a fee of an amount to be fixed from time to time in accordance with the guidelines of the regulatory body for attending each meeting of the Board/its Committees."
- To amend Article 107(iv) of the Articles of Association of the Bank.**

Resolved that the Article 107(iv) of the Articles of Association of the Bank be and is hereby replaced by the following Article 107(iv):

"The post of the Chairman/Chairperson will always be vacated after completion of his/her 1 (one) year term except for the first Chairman which (if approved by the Board of Directors) may be extended maximum for 1 (one) year.

Out of total members of the Board of Directors, other than Independent Directors, most senior person (as per age) will be the second Chairman/ Chairperson and the second senior person will be the next Chairman/Chairperson and this process will continue subject to consent of the two-third of the members of the Board of Directors. This process will then rotate in the same way. Seniority will be evident by educational certificate or the age declared to the Bangladesh Bank at the time of application made for approval of the Bank. In case two or more directors have same date of birth then seniority will be determined as per English alphabets of their first main name excluding their first common names & titles such as Md., Ahmed, A. K. M., Kazi, Chowdhury etc."
- To include new Article 107 (iv) a & Article 107 (iv) b at the Articles of Association of the Bank**

Resolved that the following new Articles be and are hereby included at Article 107(iv) a & Article 107(iv) b of the Articles of Association of the Bank:

"Article -107 (iv) a The successor(s) (i.e. spouse/son/daughter or any legal heirs) of Sponsor Director(s), if elected as the member of the Board in place of an original Sponsor Director, shall be eligible to become Chairman/Chairperson as per the conditions provided in Article 107(iv) above. However, the seniority shall be counted on the basis of the age of the original Sponsor Director(s) from whom he/she has acquired the same.

Article -107 (iv) b If there are directors/representative directors/nominee directors other than any sponsor director/independent director in the company, the fate about his/her or representative/nominee of a company/institute/organization becoming Chairman/ Chairperson of the Company shall be determined on the basis of their seniority in the Board/longest in office as the member of the Board and if there are multiple such members of the Board with the same seniority, then most senior person as per age would be elected/selected as the Chairman/Chairperson of the company. In case of two or more persons have same date of birth then seniority will be determined as per English alphabets of their first main name excluding their first common names & titles such as Md., Ahmed, A. K. M., Kazi, Chowdhury etc."
- To amend Article 107(vi) of the Articles of Association of the Bank**

Resolved that the Article 107(vi) of the Articles of Association of the Bank be and is hereby replaced by the following Article 107(vi):

"The post of Chairman/Chairperson if vacated in case of death or otherwise, the post will be filled up as per the provision of Articles 107 (iv) above as the case may be and shall hold office for 1 (one) year in full as his/her term. A member of the Board of Directors who has held the post of Chairman/Chairperson will not be re-elected again until the rotation of the remaining Directors is completed.

Provided that the post of the Chairman if vacated due to longest in office as per Article 102 i.e. before completion of his 1 (one) year term in full, shall be eligible for re-election and hold the post of Chairman until completion of his full 1 (one) year term"

August 05, 2020
Dhaka

By order of the Board of Directors
Sd/-
M. A. Rouf
Company Secretary

Notes:

- The Board of Directors recommended @ 15% Cash Dividend for the year ended on December 31, 2019.
- The 'Record Date' in lieu of Book Closure was **Monday, July 20, 2020**. The Shareholders whose names appeared in the Members Register of the Company under CDS on Record Date (July 20, 2020) will be eligible to attend the 19th 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 BOT 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.
- Pursuant to the Bangladesh Securities and Exchange Commission's Order No. SEC/SMRC/94-231/25 dated 08 July 2020, the AGM will be held virtually, which will be conducted via live webcast by using digital platform. The 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. Link(<https://jamunabank.bdvirtualagm.com>) 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.
- 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-2019 of the Bank 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-2019 from the registered address of the Bank. Soft copy of the Annual Report-2019, Notice of 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%.
- Merchant Banks and depository participant (DPs) are requested to email the soft copy of their margin clients list (in MS Excel format) with all required information as on 'Record Date' at quzi.akbar@jamunabank.com.bd or mymul.chowdhury@jamunabank.com.bd by 23rd August, 2020 for facilitating payment of Cash Dividend.
- 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



This road in the capital's North Kamalapur is clearly in dire need for repair. Puddles of rainwater are abundant, and potholes pose serious risks of accident, as is hinted by a tilted bus in the back. This photo was taken yesterday.

PHOTO: FIROZ AHMED

Insurance

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approaches -- being piloted in this project will help reduce human suffering," said Young-ah Doh, Country Director of KOICA Bangladesh Office.

With a mission to leave no one behind with People-centered Peace and Prosperity, KOICA stands by the people of Bangladesh, Doh said.

"While climate change affects us all, low-income communities in the agricultural sector bear the brunt of the impact, even though they contribute the least to climate change", said Oxfam Bangladesh's Country Director Dipankar Datta. "This drives inequality even further," he added.

"We hope that the government will

replicate and scale up our newly launched index-based flood insurance scheme to minimise the risk of extreme vulnerabilities and inequalities faced by the marginalized communities involved in agriculture," he added.

Farzana Chowdhury, managing director & CEO of Green Delta Insurance Company Ltd, said she and her organisation are looking forward to work on the project with WFP and Oxfam.

The index-based flood insurance product got the historical data required to develop the scheme from technical partners Weather Risk Management Services, International Water Management Institute, and Save Earth Climate Services Ltd.

Fighting the good

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theatres, intensive care unit, delivery rooms and diagnostic centre remain fully operational," he added.

In addition, he said, the Kumudini Welfare Trust arranged for distribution of food relief among low income families in Mirzapur and Narayanganj.

The hospital has also been responding to the Covid-19 crisis by conducting village outreach programmes in the surrounding unions, where its doctors, nurses, intern doctors and administrative staff have been visiting different unions for medical consultation and awareness building, Animesh said.

It also initiated process to ensure safety of its frontline staff who come into contact with patients.

On the other hand, other institutions under the Trust on the Kumudini Complex including Kumudini Women's Medical College Bharateswari Homes and Kumudini Nursing School and College have been continuing online classes throughout this period.

In a statement yesterday, the hospital management said Kumudini Hospital remains operational in spite of many challenges presented by the current Covid-19 and flood situation and continues to provide healthcare to all who come here.

They are fully committed to fulfill their founder's dream of creating an equal and inclusive society where high-quality healthcare and education are accessible to all, it said.

Capital cleaned

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corporation staffers had been at work since Eid afternoon in their area.

DNCC mayor Atiqul Islam on the third day of Eid in a virtual statement thanked all residents of Dhaka for cooperating with them.

He also thanked councillors, officials and employees of the DNCC who were involved with the activities since the first day of Eid.

Amid the pandemic and dengue season, it was challenging to complete this work, he said.

He said there were 256 designated slaughtering places in DNCC areas and they hoped that people will use the designated spots to sacrifice animals next time as well, so that the city can be kept clean.

Chief Waste Management Officer of DSCC, Air Commodore Md Badrul Amin said following the instruction of the DSCC mayor, they have succeeded in cleaning all the garbage generated in three days, finishing eight hours ahead of their scheduled time.

"It took 4606 trips for garbage management trucks to dump the waste in Matuail," said Amin.

Thanking residents for their cooperation, Amin said the citizens are also a part of the success in cleaning activities, he said.

Court rejects

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narrating their involvement in issuing fake certificates.

Upon hearing both sides, the judge rejected their bail petition.

Earlier JKG Health Chairperson Dr Sabrina Arif Chowdhury, her husband JKG Health Care Chief Executive Officer Ariful Chowdhury and their associate Sayeed Chowdhury were sent to jail after being interrogated on different terms of remand in the same case.

Police arrested Sabrina, a government official, on July 12, around three weeks after the scam came to light.

Following her arrest, the health ministry suspended her from the post of registrar at National Institute of Cardiovascular Diseases for violating rules.

Road crashes

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upazila on Eid vacation, said highway police.

In Chapainawabganj, a motorcyclist was killed as bus hit the bike on Chapainawabganj-Rajshahi highway in Swarupnagar area on Monday. Victim Golam Sarwar Kawnain (59) was the headteacher of Shohor Government Primary School, said police.

In Bagerhat, a motorbike rider and his pillion were killed after a bus hit it on Khulna-Mongla highway at Khajura area on Saturday.

Ruhul Amin (28) and Mujibur (29) died on the spot, said Superintendent of Police Pankaj Chandra Roy.

In Rajbari, two motorbike riders died as the bike and a pickup collided on Rajbari-Kushita regional highway in Sonapur Mor or Kalukhalia upazila yesterday.

Simul (25) was killed on the spot and Abu Sayad (22) was declared dead at Pangsha Upazila Health Complex, said highway police. Police seized the pickup but its driver fled.

In Lalmonirhat, a seven-year-old girl was killed after being hit by a motorcycle in Milon Bazar area under Hatibandha on Saturday.

The deceased -- Smriti Akhter -- was from Chakishal Chamta area in Kaliganj.

TikTok

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Police said engineer Mehdi Hassan Robin was driving his private car with his three friends in the vehicle on Sunday evening when Opu and his fellows were making videos on a road in sector-8.

Robin pressed the horn as they had been blocking the road. Enraged, Opu and his accomplices beat up Robin and his friends. Three including Robin was seriously injured.

Robin's friend Hasibul Haque recounted the incident in a Facebook post that since went viral.

Hasibul said that they were chatting near sector-8 on August 2 evening when 60-70 teenagers and youths came and met with someone "with a weird hairstyle".

After some time, Robin came with his car and Hasibul got in alongside his friends.

"Some yards ahead, the TikTok/Likee gang blocked the entire road. When Robin honked, the youths got enraged and hurled abusive words," he said.

"Robin asked, what is your problem? And some members of the group, without saying a word, started beating them up indiscriminately...They were beating up Robin and Shakir with helmet and sticks," Hasibul said.

He said at least 60 youths assaulted seven of their friends after they appeared on the scene.

"When asked why they were beating us, they replied: 'We run whole Bangladesh. In just five minutes, 500 people will join us. Tell your father that we beat you...'" Hasibul quoted one of the attackers.

Police said, Opu and 20-25 others were accused in the case. The charges are: unlawful assembly, unjustly obstructing work, assaulting and causing injuries to the plaintiff and also stealing goods.

Nabid Kamal Shaibal, deputy commissioner of Dhaka Metropolitan Police (Uttara Division), said they will investigate whether Opu and his associates were an "aspiring teen gang" and also investigate if they are involved in drugs and other criminal activities.

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World Health Organization

Bangladesh

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- National Consultant – Risk Communication, SSA 7 (Re-advertisement)

For further details on the terms of reference and deadline for applications, please visit our websites:

<https://www.who.int/bangladesh/about-us/employment> and <http://www.searo.who.int/bangladesh/about/employment/en/>

Qualified female candidates are highly encouraged to apply



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