



Head Office & Registered Office:  
Shadhinata Tower, Bir Srestha Shaheed Jahangir Gate  
Dhaka Cantonment, Dhaka-1206, Bangladesh.

## Notice of the 25<sup>th</sup> Annual General Meeting (AGM)

Notice is hereby given that the 25<sup>th</sup> Annual General Meeting (AGM) of Trust Bank Limited will be held on **Tuesday, 16 July 2024 at 11.00 a.m. through Digital Platform** to transact the following businesses:

### A. Ordinary Business (Agenda):

1. To receive, consider and adopt the Audited Financial Statements for the year ended on 31 December 2023 together with the Directors' Report and the Auditors' Report thereon.
2. To declare Dividend for the year ended on 31 December 2023.
3. To elect/re-elect/approve the appointment of Directors (including Independent Director).
4. To appoint Statutory Auditors and fix their remuneration for the financial year 2024.
5. To appoint Professionals for issuance of certificate on compliance of Corporate Governance Code and fix their remuneration for the financial year 2024.

### B. Special Business (Agenda):

To transact the following business and if deemed fit, to adopt the following resolution as Special Resolution:

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

**RESOLVED THAT**, "the change of registered name of the Bank from 'Trust Bank Limited' to 'Trust Bank PLC.' in accordance with the Companies Act-1994 (Amendment up to 2020) and subsequent amendment of relevant clauses of the Memorandum of Association (MoA) and Articles of Association (AoA) of the Bank be and is hereby approved subject to approval from the regulatory authorities."

2. **To increase the Authorized Share Capital of the Bank.**

**RESOLVED THAT**, "The increase of Authorized Share Capital of the Bank to Tk. 2500,00,00,000 (Taka Two thousand five hundred crore) from Tk. 1000,00,00,000 (Taka One Thousand Crore) as well as the amendment of **clause VI of Memorandum of Association** and the **clause 4 of the Articles of Association** as 'Proposed' below be and is hereby approved subject to approval from the regulatory authorities."

i. Proposed amendment to the Memorandum of Association (MoA):

Clause No.	Existing	Proposed
Clause-VI	'The Authorized Share Capital of the Company is Tk. 1000,00,00,000.00 (Taka one thousand crore) only divided into 100,00,00,000 ordinary shares of Tk. 10.00 (Taka ten) each, with rights, privileges and conditions attached thereto as are provided by the Articles of Associations of the Company for the time being with power to increase and reduce the capital of the Company and divide the shares in the Company for the time being into several classes and to attach thereto respectively such preferential, deferred, qualified or special right, privileges or conditions as may be determined by or in accordance with the regulations of the Company and to vary, modify or abrogate any such rights, privileges or conditions in such manner as may for the time being be provided by the regulations of the Company.'	'The Authorized Share Capital of the Company is <b>Tk. 2500,00,00,000.00 (Taka Two thousand five hundred crore) only divided into 250,00,00,000 ordinary shares of Tk. 10.00 (Taka ten) each</b> , with rights, privileges and conditions attached thereto as are provided by the Articles of Associations of the Company for the time being with power to increase and reduce the capital of the Company and divide the shares in the Company for the time being into several classes and to attach thereto respectively such preferential, deferred, qualified or special right, privileges or conditions as may be determined by or in accordance with the regulations of the Company and to vary, modify or abrogate any such rights, privileges or conditions in such manner as may for the time being be provided by the regulations of the Company.'

ii. Proposed amendment to the Articles of Association(AoA):

Clause No.	Existing	Proposed
Clause-4	'The Authorized Share Capital of the Company shall compromise ordinary shares of Tk. 1000,00,00,000.00 (Taka One thousand crore) divided into 100,00,00,000 ordinary shares of Tk. 10.00 (Taka ten) each.'	'The Authorized Share Capital of the Company shall compromise ordinary shares of <b>Tk. 2500,00,00,000.00 (Taka Two thousand five hundred crore) divided into 250,00,00,000 ordinary shares of Tk. 10.00 (Taka ten) each</b> .'

3. To amend the clause 64, 96, 101 & 117 of the Articles of Association (AoA) of the Bank.

**RESOLVED THAT,** “The amendment of the clause 64, 96, 101 & 117 of the Articles of Association of the Bank as ‘Proposed’ below be and are hereby approved subject to approval from the regulatory authorities”

i. Proposed amendment to the Articles of Association (AoA):

Clause No.	Existing	Proposed
<b>Clause-64</b>	General Meeting either Ordinary or Extra Ordinary, shall be called with at least 14 (fourteen) days’ Notice (other than a Meeting for the passing of a Special Resolution) and by whomsoever called specifying the Date, Hour and Place of the Meeting and in case it is proposed to pass an Extra Ordinary Resolution, the intention to propose such resolution as an Extra-Ordinary Resolution shall be given to the persons entitled under and in the manner provided by these presents.	General Meeting either Ordinary or Extra Ordinary <b>shall be conducted either in members’ physical presence or virtual presence through Digital Platform or Hybrid System or any other mode of meeting as set by the regulators from time to time), and shall be called with at least 21 (Twenty-one) days’ Notice</b> (other than a Meeting for the passing of a Special Resolution) and by whomsoever called specifying the Date, Hour and Place of the Meeting and in case it is proposed to pass an Extra Ordinary Resolution, the intention to propose such resolution as an Extra-Ordinary Resolution shall be given to the persons entitled under and in the manner provided by these presents.
<b>Clause-96</b>	Unless otherwise determined by the Company in the General Meeting, the number of Directors shall be not less than 5 (five) and not more than 11 (eleven) excluding the Managing Director.	Unless otherwise determined by the Company in the General Meeting, the number of Directors shall be <b>not less than 5 (five) and not more than 20 (Twenty)</b> excluding the Managing Director; <b>or any number as determined by the regulators from time to time.</b>
<b>Clause-101</b>	The Remuneration of the Directors shall be Taka 1,000.00 for each meeting of the Board of Directors/Committee attended by them, which may be changed by the Board of Directors from time to time.	The Remuneration of the Directors for each meeting of the Board of Directors/Committee attended by them <b>shall be as per guidelines of the Regulators issued from time to time. However, the Board of Directors may redefine such Remuneration within the limit set by the regulators.</b>
<b>Clause-117</b>	The Directors may meet together for transaction of any business, adjourn and otherwise regulate their meetings and proceedings as they may think fit. All meetings of Directors shall be presided over by the Chairman, and in his absence or if at any meeting the Vice Chairman is not present, then and in that case only, the Directors shall elect another Director as Chairman of the meeting.	The Directors may meet together <b>(either in physical presence or virtual presence through Digital Platform or Hybrid System or any other mode of meeting as set by the regulators from time to time)</b> for transaction of any business, adjourn and otherwise regulate their meetings and proceedings as they may think fit. All meetings of Directors shall be presided over by the Chairman, and in his absence or if at any meeting the Vice Chairman is not present, then and in that case only, the Directors shall elect another Director as Chairman of the meeting.

Dated: Dhaka  
23 June 2024

By order of the Board of Directors  
Sd/-

**Md. Mizanur Rahman, FCS**  
Company Secretary

**Notes:**

- The Record Date of AGM was 29 May 2024. The members’ whose names appeared in the Register of Members of the Bank on Record Date are entitled to Dividend and eligible to attend the Meeting.
- The 25<sup>th</sup> AGM of the Bank would be conducted through Digital Platform.
- Detail Login process will be available in the Bank’s website (i.e. www.tblbd.com) and the link will be sent to the respective members’ email address available in the beneficiary owner (BO) accounts. Shareholders are requested to visit the website for accessing the virtual Meeting.
- Any Member of the Bank entitled to attend and vote at the General Meeting may appoint a proxy to attend and vote on his/her behalf. The Proxy Form, duly signed by the Member and stamped with Revenue Stamp, must be submitted at the Share Department of the Bank at any time but not less than 72 hours before the time fixed for the Meeting.
- In compliance with Bangladesh Securities and Exchange Commission’s notification no. BSEC/CMRRCD/2006-158/2018/ Admin/81, dated 20 June 2018, the soft copy of Annual Report will be sent to the e-mail address of the shareholders available in the BO accounts. The Annual Report along with the Proxy Form can also be collected, if so required, from the Share Department or can be downloaded from the website of the Bank: www.tblbd.com.
- The Dividend will be disbursed to the entitled Shareholders bank account (through BEFTN). Depository Participants (DP)/Stock Brokers are requested to send the list of Margin Account Holders specifying the category (individual, corporate, NRB etc.) based on the Record Date, if any, within 04 July 2024.