



ICB Islamic Bank Ltd.
Head Office, T.K. Bhaban (15th floor)
13 Kazi Nazrul Islam Avenue
Kawran Bazar, Dhaka-1215
Bangladesh
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Notice of the Twenty Seventh (27th) Annual General Meeting

NOTICE is hereby given to all the Members of ICB Islamic Bank Limited that the twenty seventh (27th) Annual General Meeting (AGM) of the Bank will be held on Tuesday, 10th June 2014 at 10:00 a.m. at the 'Trust Milonayaton' Old Airport Road, Dhaka Cantonment to transact the following business:

AGENDA

Ordinary Business:

- To receive, consider and adopt the Audited Financial Statements of the Bank for the year ended December 31, 2013 together with the Reports of the Auditors' and the Directors' thereon;
- To declare the Dividend for the year ended December 31, 2013, if any;
- To elect/ re-elect Directors;
- To appoint the Auditors for the term until the next AGM and to fix their remuneration;

Special Business:

- To consider, and if thought fit, to pass the following resolution as a Special Resolution:
"Resolved that the existing Article 66 and 75 of the Article of Association of ICB Islamic Bank Limited shall be amended subject to approval thereof by the Regulatory Authorities."

Resolution:

1) To amend clause 66 of the Article of Association as noted below:

- The Directors may meet together for the dispatch of business, adjourn, and otherwise regulate their meetings as they think fit and may determine the quorum necessary for the transaction of business.
- Until otherwise so fixed the quorum of a Meeting of the Board of Directors shall be 5 (five) Directors including Managing Director present in person or represented by an Alternate Director appointed under Article 87 of these presents.
- A Meeting of the Directors may be held through video conferencing in order to have participation and contribution of the directors staying or traveling outside the country. In case of such a meeting,
 - the notice shall clearly mention that the Directors can participate through video conferencing and shall be circulated to all the Directors;
 - wherever the Chairman is sitting, the venue specified in the notice shall be taken as the venue of the Meeting and all requisite registers and documents to be kept and all audio-visual recordings shall be made at that place;
 - the Chairman shall confirm the quorum by confirming attendance of the Directors who are physically present at the place of Meeting and who are connected through audio visual electronic communication facility by mentioning name and location and confirming that he can completely and clearly see and communicate with each of other participants;
 - the Director(s) who is/are connected from remote place shall sign on the attendance sheet(s) and shall arrange to send to the registered office a scanned copy of the same through e-mail immediately after conclusion of the meeting and the original as soon as possible;
 - the Minutes of such Meeting shall disclose the particulars of the Directors who attended through video conferencing; and
 - the Minutes of a Board Meeting held through video conferencing shall be finalized in time and shall be ratified in the subsequent usual Meeting.

2) To amend clause 75 of the Article of Association as noted below:

- The meeting and proceedings of any such Committee consisting of two or more members shall be governed by the provisions herein contained for regulating the meetings and proceedings of the Directors so far as the same are applicable thereto and are not superseded by any regulations made by the Directors under Article 73 and 74.
- The provisions of holding a Meeting of Directors through video conferencing as specified under Article 66. (c) shall be applicable also for holding a Meeting of a Committee.

All shareholders of the Bank are requested to make it convenient to make it convenient to attend the meeting at the above-mentioned place, date and time either in person or by proxy.

Dated: Dhaka
May 12, 2014

By order of the Board of Directors

S/d

Md. Manjur Hossain
Company Secretary

NOTES:

- The Record Date: Wednesday, April 16, 2014. The Shareholders whose names would appear in the Register of Members of the Company or register of CDBL on the 'Record Date' (April 16, 2014) will be eligible to attend the twenty seventh (27th) Annual General Meeting.
- A Member eligible to attend the Annual General Meeting is entitled to appoint a Proxy to attend and vote on his/her behalf. The Proxy may not be a Member of the Company. Forms of Proxy, duly stamped, must be deposited at the Registered Office of the Company at least forty eight (48) hours before the time fixed for the Meeting.
- Annual Report, Attendance Slip and Proxy Form along with the Notice to be sent to all the Members by Courier Service/Post. The Members may also collect the Proxy Form from the Registered Office of the Company.
- M/S M. J. Abedin & Co., Chartered Accountants, the current Auditors will retire from office in the 27th Annual General Meeting since they have audited the accounts of the Bank for last three years. As such Shareholders are requested to appoint an External Auditor for the year 2014.
- For registration in the meeting, production of Attendance Slip is required.
- The Shareholders are requested to register their names at the counter at the entrance of the AGM Hall from 8:30 a.m. to 9:30 a.m.
- The Seats in the Hall Room will be reserved only for the shareholders/proxy holders.

বি.প্র: বিএসইসি নোটিফিকেশন নং- এসইসি/এসআরএমআই/২০০০-৯৫৩/১৯৫০ তারিখ ২৪ অক্টোবর ২০০০ এবং সার্কুলার নং-এসইসি/সিএমআরসিডি/২০০৯-১৯৩/১৫৪ তারিখ অক্টোবর ২৪, ২০১৩ এর নির্দেশনা অনুযায়ী আসন্ন ২৭তম বার্ষিক সাধারণ সভায় কোন প্রকার উপহার বক্স/কুপন/আপ্যায়নের ব্যবস্থা থাকবে না।