



THE COMPANIES ACT. 1994
(ACT. XVIII OF 1994 AS ADOPTED IN BANGLADESH)
(A Public Company Limited by Shares)

MEMORANDUM OF ASSOCIATION
OF
PUBALI BANK PLC.

- I. The name of the Company is PUBALI BANK PLC.
- II. The Registered Office of the Company will be situated in Bangladesh.
- III. The objects for which the Company is established are:-
 - (a) To acquire and take over as a going concern the undertaking and business of Pubali Bank, a body corporate, constituted under the Bangladesh Banks (Nationalisation) Order, 1972 (P.O. No.26 of 1972), having its Head Office at Dhaka with all its assets, benefits, rights, powers, authorities and privileges and liabilities, borrowings and obligations and with a view thereto enter into an agreement mentioned in Article 2A of the Articles of Association and to carry the same into effect with or without modification.
 - (b) To carry on the business of a Banking Company within the meaning of the Companies Act, 1994 (Act XVIII of 1994), with branches and agencies any where in Bangladesh and abroad as may from time to time be decided upon, chosen, selected and determined by the Board of Directors.
 - (c) 1. The accepting of deposits of money on current account or otherwise subject to withdrawal by cheque, draft or order.
 2. The borrowing, raising or taking up of money, the lending or advancing of money either upon or without security; the drawing, making, accepting, discounting, buying, selling, collecting and dealing in bills of exchange, hoondees, promissory notes, coupons, drafts, bills of lading, railway receipts, warrants, debentures, certificates, scrips and other instruments, securities whether transferable or negotiable or not; the granting and issuing of letters of credit, traveller's cheques and circular notes; the buying, selling and dealing in bullion and specie; the buying and selling of foreign exchange including foreign bank notes; the acquiring, holding, issuing on commission, underwriting and dealing in stock, funds, shares, debentures, debenture stock, bonds, obligations, securities and investments of all kinds; the purchasing and selling of bonds, scrips or other forms of securities on behalf of constituents or others, the negotiating of loans and advances; the receiving of all kinds of

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bonds, scrips or valuables on deposit, or for safe custody or otherwise; the collecting and transmitting of money and securities.

3. Acting as agents for Governments or local authorities or for any other person or persons; the carrying on of agency business of any description other than the business of a managing agent including the power to act as attorneys and to give discharges and receipts.
4. Contracting for public and private loans and negotiating and issuing the same.
5. The promoting, effecting, insuring, guaranteeing, under-writing, participating in managing and carrying out of any issue, public or private, of State, Municipal or other loans or of shares, stock, debentures or debenture stock of any company, corporation or association and the lending of money for the purpose of any such issue.
6. Carrying on and transacting every kind of guarantee and indemnity business.
7. Promoting or financing or assisting in promoting or financing any business undertaking or industry, either existing or new, and developing or forming the same either through the instrumentality or syndicates or otherwise.
8. Acquisition by purchase, lease, exchange, hire or otherwise of any property immovable or movable and any rights or privileges which the company may think necessary or convenient to acquire or the acquisition of which, in the opinion of the company, is likely to facilitate the realisation of any securities held by the company or to prevent or diminish any apprehended loss or liability.
9. Managing, selling and realising all property movable and immovable which may come into the possession of the Company in satisfaction or part satisfaction of any of its claims.
10. Acquiring and holding and generally dealing with any property and any rights, title or interest in any property movable or immovable which may form part of the security for any loan or advance or which may be connected with any such security.

11. Undertaking and executing trusts.

ঢাকা
অধিকল নকল বলিয়া
প্রত্যয়ন করা হইল

(মোঃ হারুন-অর-রশীদ)
সহকারী রেজিস্ট্রার
রেজিস্ট্রারের পক্ষে
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12. Undertaking the administration of estates as executor, trustee or otherwise.
13. Taking or otherwise acquiring and holding shares in any other company having objects similar to those of the Company.
14. Establishing and supporting or aiding in the establishment and support of associations, institutions, funds, trusts and conveniences calculated to benefit employees or ex-employees of the Company or the dependents or connections of such persons granting pensions and allowances and making payments towards insurance; subscribing to or guaranteeing moneys for charitable or benevolent objects or for any exhibition or for any public, general or useful object.
15. The acquisition, construction, maintenance and alteration of any building or works necessary or convenient for the purposes of the Company.
16. Selling, improving, managing, developing, leasing, mortgaging, disposing of or turning into account, exchanging, or otherwise dealing with all or any part of the property and rights of the Company.
17. Acquiring and undertaking the whole or any part of the business of any person or company, when such business is of a nature enumerated or described in the Companies Act.
18. Doing all such other things as are incidental or conducive to the promotion or advancement of the business of the Company.
19. Such other forms of business in addition to the business set forth in sub-clause (1) to (18) hereof, which the Government may from time to time by notification in the Bangladesh Gazette specify under the said Act and which it may be lawful for a Banking Company to engage in.
And it is hereby declared that in the interpretation of this clause the meaning of the Company's objects shall not be restricted by a reference to any other object or by the juxtaposition of two or more objects and that in the event of any ambiguity the clause shall be considered in such a way as to widen and not to restrict the powers of the Company.

IV. The liability of members is limited.

V. The Authorized Share Capital of the Company is Tk.2000,00,00,000/- (Two Thousand Crores) only divided into 200,00,00,000 (Two Hundred Crores) ordinary shares of Tk.10/- (Taka Ten) only each with power to increase and reduce the capital.

ঢাকা
অবিকল নকল বলিয়া
প্রত্যয়ন করা হইল
(সহকারী রেজিস্ট্রার)
রেজিস্ট্রারের পক্ষে
লেখক ও পাঠক।

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