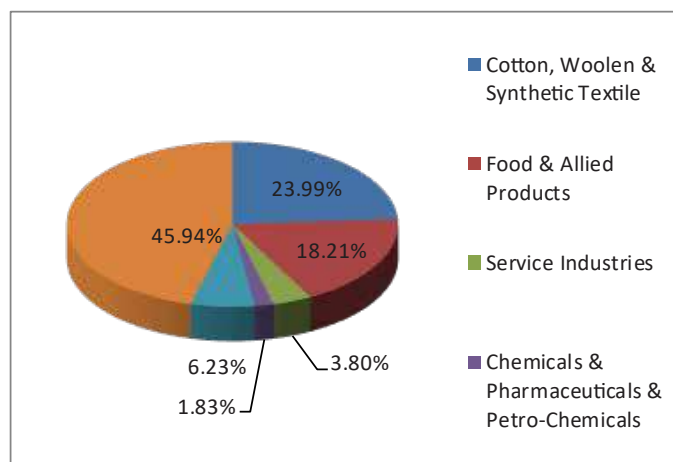


Sector-Wise Loan Portfolio Position As on 31 December, 2022

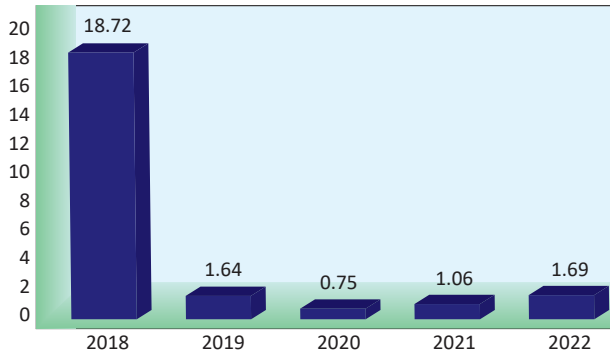
SL. No.	Particulars	No. of Projects	Outstanding			
			Not Due	Overdue	Total	% of Total
01.	Food & Allied Products	1735	186.21	356.19	451.63	18.21
02.	Jute & Allied Fibre Products	8	5.98	26.09	18.46	0.74
03.	Cotton, Woolen & Synthetic Textile	1049	342.70	220.10	594.90	23.99
04.	Paper, Paper Products & Printing	65	4.29	14.49	11.37	0.46
05.	Tannery & Its Products	45	2.32	2.99	4.09	0.16
06.	Non-metallic Mineral Products	73	15.66	21.54	29.34	1.18
07.	Forest, Wood Products & Saw Mills	188	10.94	16.05	25.16	1.01
08.	Rubber & Rubber Products	15	0.84	1.99	1.92	0.08
09.	Metal Products	93	108.43	29.23	154.41	6.23
10.	Electrical Machinery & Goods	59	7.23	11.14	20.65	0.83
11.	Machinery & Spare Parts	60	3.48	2.84	6.31	0.25
12.	Water Transport	25	1.48	3.63	3.02	0.12
13.	Road Transport	14	1.69	10.25	6.65	0.27
14.	Chemicals & Pharmaceuticals	71	20.72	13.29	31.85	1.28
15.	Petro-Chemicals	23	9.99	1.58	13.50	0.54
16.	Service Industries	945	50.57	41.83	94.10	3.79
17.	Miscellaneous	11316	594.10	339.79	1012.29	40.82
Total:		15784	1366.64	1113.02	2479.65	100.00

Loan Portfolio in 2022 (In %)

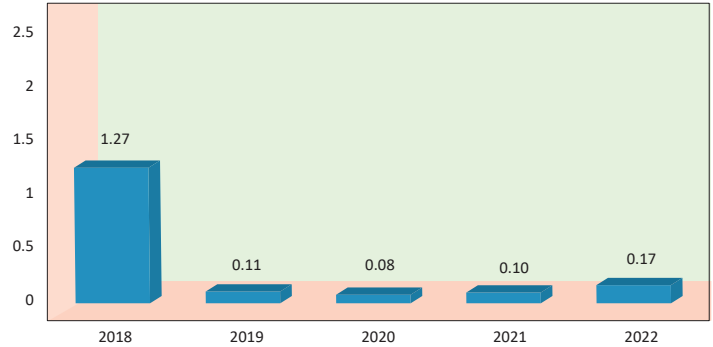


GRAPHICAL PRESENTATION OF KEY PERFORMANCE INDICATORS

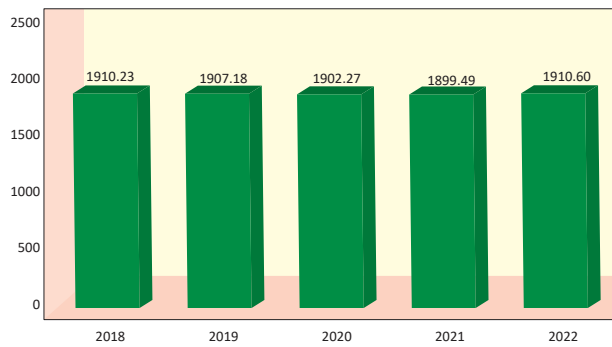
Earning Per Share (in Taka)



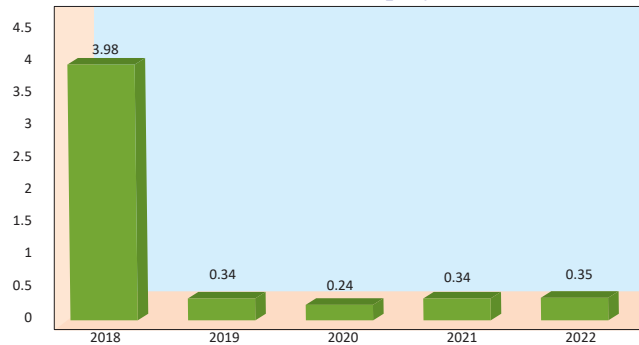
Return on Assets (In%)



Shareholders Equity (Tk. In Crore)

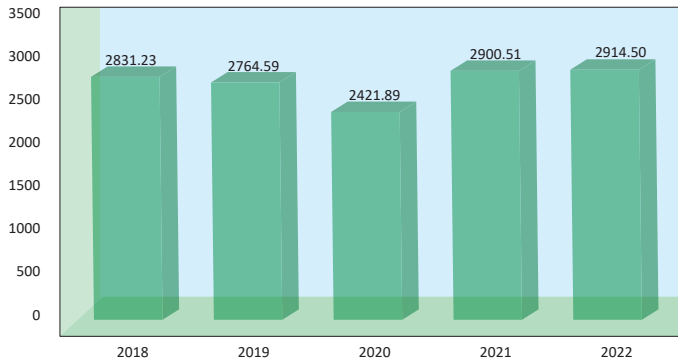


Return on Equity (In %)

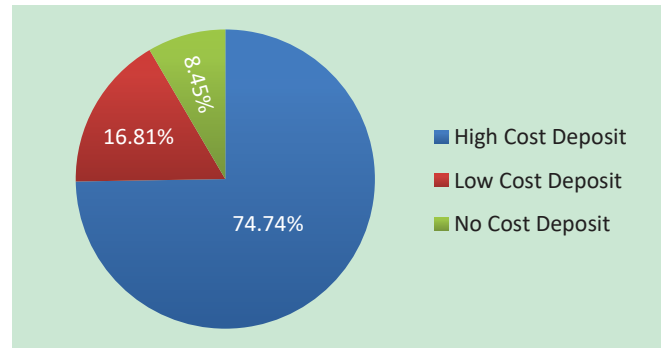


GRAPHICAL PRESENTATION OF OPERATIONAL AND FINANCIAL PERFORMANCE

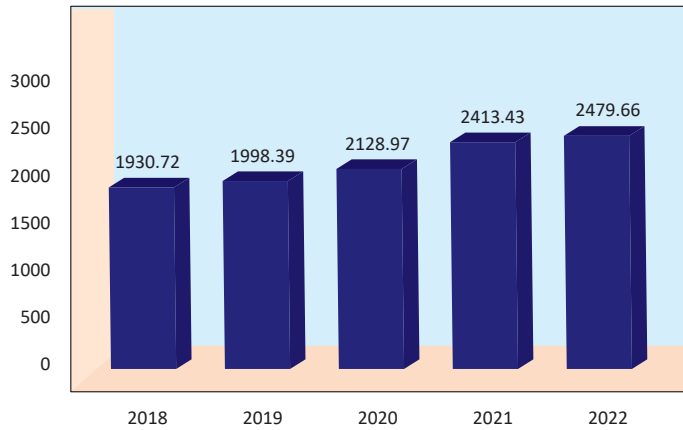
Deposit (Tk. In Crore)



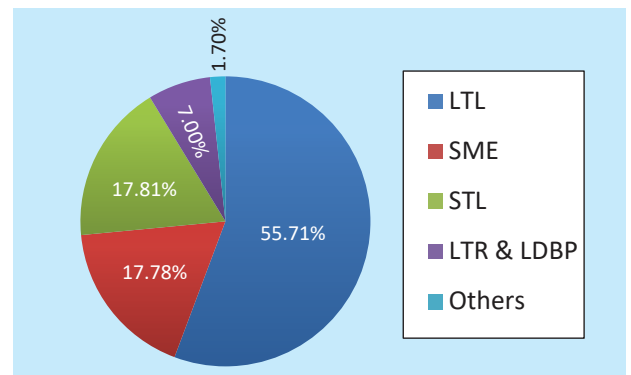
Deposit Mix in 2022 (In%)



Loans and Advances (Tk. In crore)

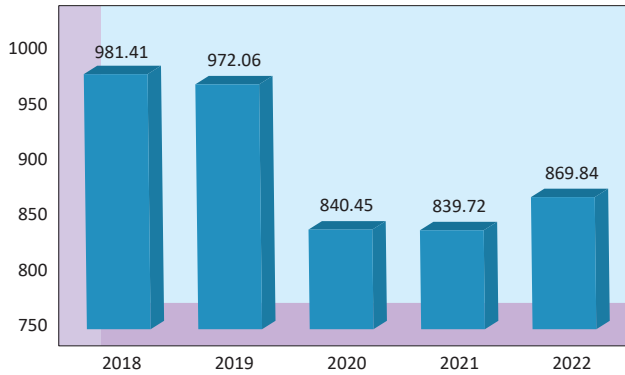


Loans and Advances Mix in 2022 (In%)

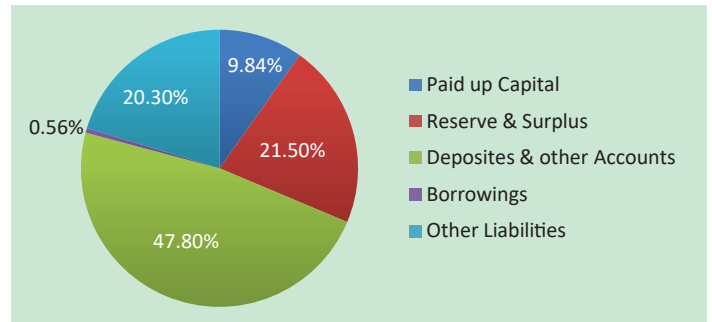


GRAPHICAL PRESENTATION OF OPERATIONAL AND FINANCIAL PERFORMANCE

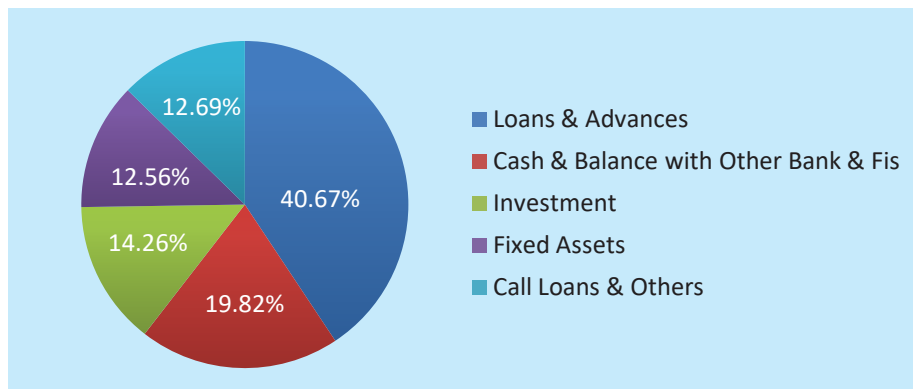
Investment (Tk. In crore)



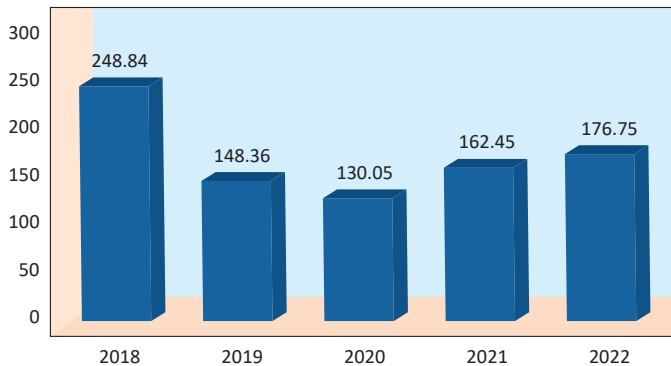
Sources of Fund in 2022 (in %)



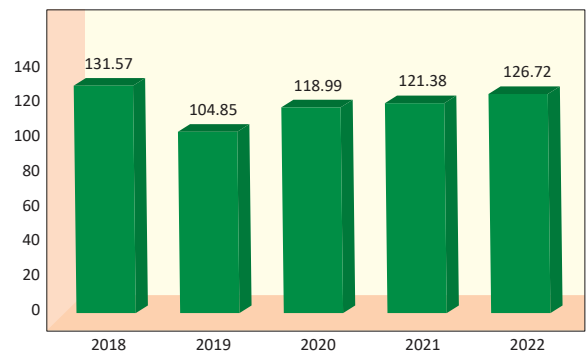
Application of Fund in 2022 (in %)



Total Operating Income (Tk. in crore)

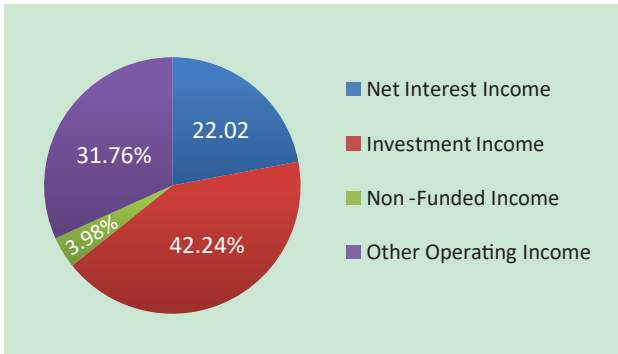


Total Operating Expenditure (Tk.in crore)

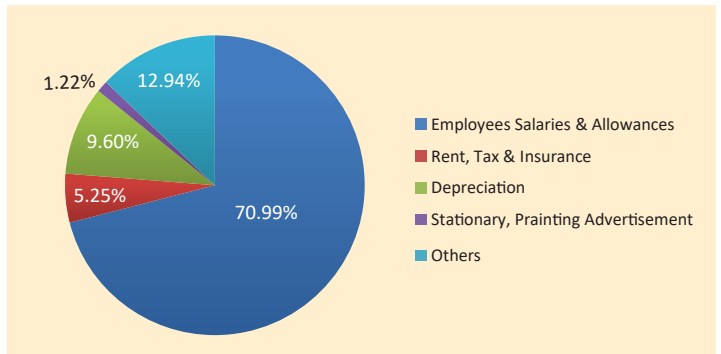


GRAPHICAL PRESENTATION OF OPERATIONAL AND FINANCIAL PERFORMANCE

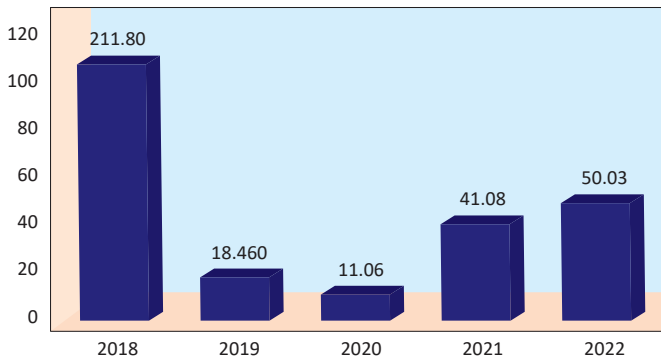
Composition of Operating Income in 2022 (In%)



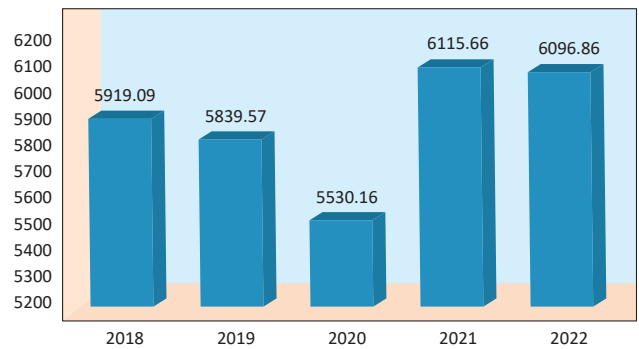
Composition of Operating Expenditure in 2022 (In %)



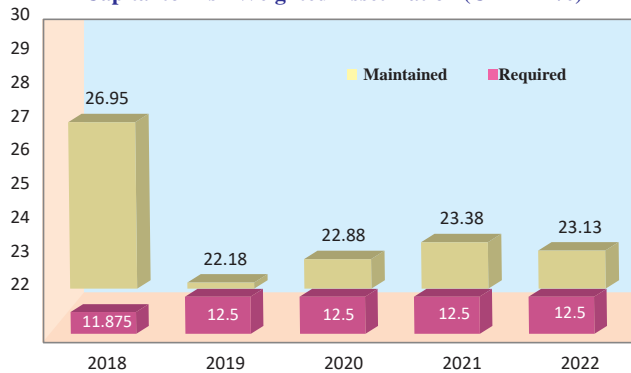
Trend of Operating Profit (Tk. In crore)



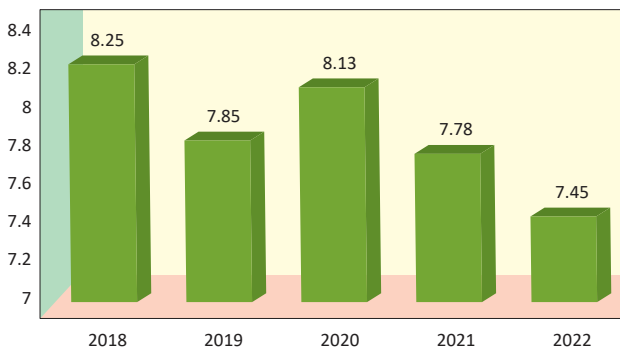
Total Assets (Tk. In crore)



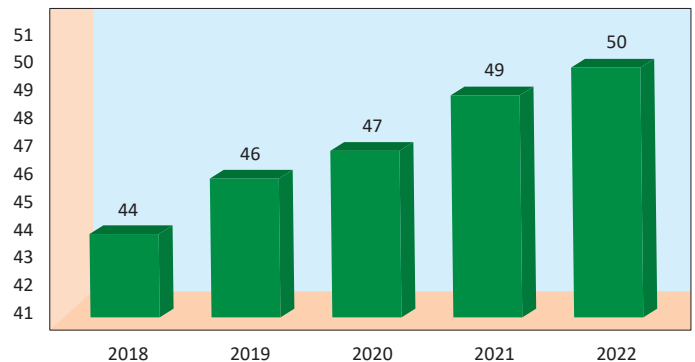
Capital to Risk Weighted Asset Ratio (CAR In %)



Cost of Fund (In %)



Branch Network



Shareholding Structure



As on 31 December, 2022

Shareholders of BDBL		No. of Shares	Amount (Taka)
The Government of the People's Republic of Bangladesh represented by : Secretary, Finance Division, Ministry of Finance, Government of the People's Republic of Bangladesh.		5,99,99,993	5,99,99,99,300.00
Directors nominated by the Govt.			
1.	Mr. Shamima Nargis Chairman	1 (One)	100.00
2.	Mr. Md. Ekhlalur Rahman Director	1 (One)	100.00
3.	Mr. Md. Abu Hanif Khan Director	1 (One)	100.00
4.	Subhash Chandra Sarker Director	1 (One)	100.00
5.	Quazi Shairul Hassan Director	1 (One)	100.00
6.	Md Azizur Rahman Director	1 (One)	100.00
7.	K. M. Tariquul Islam Director	1 (One)	100.00
Total :		6,00,00,000	6,000,000,000.00

VALUE ADDED STATEMENT

Value addition means the wealth created by the bank through its different banking operations. The Value Added Statement shows the total wealth created, how it was distributed to meet certain obligations and rewarded those responsible for its creation, and the portion retained for the continued operation and expansion of the bank. The Value Added Statement of BDBL showed how the value is created and distributed to different stakeholders of the bank.

Economic Value Added Statement

Economic Value Added (EVA) is a performance tool developed to measure the true economic profit produced by a company. It is also frequently refers to as “economic profit”, and provides a measurement of a bank’s economic success (or failure) over a period of time. Such a metric is useful for shareholders’ who wish to determine how well the bank has produced value for its investors and it can be compared against the bank’s peers for a quick analysis of how well the bank is operating.

Market Value Added Statement

Market Value Added (MVA) is simply the difference between the current total market value of a company and the capital contributed by investors. As a wealth metric it measures the level of value, the bank has accumulated over time. The formula used to find market value added is:

Market Value Added = Market Value – Capital Invested

Since BDBL is not enlisted in share market, so it is not possible to calculate MVA in a regular method. The liquidity policy of the Bank has always been to carry a positive mismatch in the interest earning assets and interest bearing liabilities in the 1-30 days category.

PAYMENT OF DIVIDEND

The Dividend Policy of the Bank aims to provide a notable amount of dividend to shareholders including retaining sufficient profit to strengthen funds, maintain positive growth and fulfill capital requirements. As a result of this prudent Dividend policy, the Bank has developed shareholders’ fund at a satisfactory level. BDBL paid dividend to the government up to 2017.

ECONOMIC IMPACT REPORT

Production, distribution and consumption of goods and services are integral elements of an economic system. By analyzing economic impact, it is tried to find out how a company adds value to the society. Economic impact can be classified into two broad areas: (I) Direct and (II) Indirect. Direct impacts are the immediate economic effects of a company’s financial transactions while the indirect impacts are the economic effects that are created through a company’s operation or production of goods and services.

Bank’s direct contributions to the economy of its nation would include creation of employment opportunities, collection of taxes on behalf of the Government, creation of savings habit among the members of the community; while improvement of socio-economic and environmental performance through lending is the indirect contribution.

BDBL creates value through providing financial services in line with its mission: “To contribute to the economic development of the country.” The Bank is always mindful to add value on a sustainable basis to all stakeholders through fair and ethical means.

MAINTAINING CAPITAL ADEQUACY

To cope with the international best practices and to make the Bank’s capital more risk sensitive, Bangladesh Bank issued Basel-III guidelines for all scheduled banks on ‘Risk Based Capital Adequacy (RBCA)’ to report their capital requirement which came fully into effect from 2015.

As on December 31, 2022, the Bank’s Capital Adequacy Ratio (Basel-III) stood at 23.13% as against 12.5% of total Risk Weighted Assets, which indicates Bank’s strong capital base.

Comparative picture of Risk Weighted Assets, Minimum Capital Requirement (MCR) and the Capital Adequacy Ratio (CAR) and capital surplus of BDBL for 2021 and 2022 were mentioned below:

(Tk. in crore)

Particulars	2021	2022
Total Risk Weighted Assets	5043.19	4860.25
Core Capital (Tier I)	1113.57	1101.81
Supplementary Capital (Tier II)	65.30	22.25
Total Capital	1178.87	1124.06
Required Capital	504.32	486.02
Required Capital with Conservation Buffer	630.40	607.53
Tier I Capital Adequacy Ratio	22.08 %	22.67 %
Tier II Capital Adequacy Ratio	1.30 %	0.46 %
Capital To Risk Weighted Assets Ratio (CRAR)	23.38 %	23.13 %
Capital Surplus	548.47	516.53

Report on Corporate Governance



Corporate governance is the system of rules, practices and processes by which a company is directed and controlled. Corporate Governance refers to the way in which companies are governed and to what purpose. It identifies who has power and accountability, and who makes decisions. It is, in essence, a toolkit that enables management and the board to deal more effectively with the challenges of running a company. Corporate governance ensures that businesses have appropriate decision-making processes and controls in place so that the interests of all stakeholders (shareholders, employees, suppliers, customers and the community) are balanced.

Governance at a corporate level includes the processes through which a company's objectives are set and pursued in the context of the social, regulatory and market environment. It is concerned with practices and procedures for trying to make sure that a company is run in such a way that it achieves objectives, while ensuring that stakeholders can have confidence that their trust in that company is well founded.

As the home of good governance, the bank believes that good governance is important as it provides the infrastructure to improve the quality of the decisions made by those who manage businesses. Good quality, ethical decision-making builds sustainable businesses and enables them to create long-term value more effectively.

LEGAL AND REGULATORY COMPLIANCE

BDBL has been carrying out its activities in accordance with the Legal and Regulatory requirement of Bangladesh Bank and Bangladesh Securities and Exchange Commission (BSEC). BDBL operates within the legal framework of the Companies Act, 1994 and as a banking Company complies with the provisions of the Bank Company Act, 1991 (Amended in 2013), Income Tax Ordinance, 1984, Negotiable Instrument Act, 1881, Anti-Money Laundering Act, 2008 and other related laws, regulations and reporting requirements.

BDBL's corporate governance structure encompasses the following elements:

STRUCTURE OF THE BOARD

According to clause 95 of the Article of Association of BDBL, the number of directors shall not be less than seven and not more than thirteen, excluding the Managing Director. The Board of Directors of BDBL is currently formed with 7 (Seven) Directors including Managing Director. The Board of Directors is accountable to owners/stockholders for the overall direction and control of the bank. The major responsibilities of the Board are to approve all policies and strategies. The Board reviews the policies and manuals of the various segments of business with a view to establishing effective risk management in credit and other key areas of operations. The management of the bank operates within the policies and guidelines approved by the Board. The Board guided in formulating different policies and strategies for smooth operation of the bank. The board meetings are regularly held. 22 meetings were held during 2022.

BOARD COMMITTEES AND THEIR RESPONSIBILITIES

To ensure good governance i.e. corporate governance in bank management, Bangladesh Bank issued a circular (BRPD Circular No. 06, dated February 04, 2010) where in Bangladesh Bank instructed to form three committees or sub-committees of the Board.

To ensure proper accountability and transparency through "due diligence", BDBL has three committees with board members namely Audit Committee, Executive Committee and Risk Management Committee mainly to oversee and direct the operations, performance and strategic direction of the bank.

AUDIT COMMITTEE (AC)

As per Bangladesh Bank's BRPD Circular No. 11, dated October 27, 2013, Audit Committee (AC) of BDBL provide with independent oversight of the company's financial reporting, non-financial corporate disclosures, internal control systems and compliance to governing laws, rules and regulations etc. Basically, the Audit Committee plays the role of watchdog on behalf of the Board.

At present Audit Committee comprise of the following Directors:

1.	Mr Md. Ekhlalur Rahman, Director	Chairman of the Committee
2.	Mr Md. Abu Hanif Khan, Director	Member
3.	Mr Subhash Chandra Sarker, Director	Member
4.	Mr Quazi Shairul Hassan, Director	Member

08 (Eight) meetings of the Audit Committee were held in the year 2022 and had detailed discussions and review session with the Head of Internal Audit, Head of Internal Control and Compliance, External Auditors etc. Regarding their findings, observations and suggestions with corrective measures on the related areas and on other issues of bank affairs that need to be improvement. Those were communicated and informed the decision in Board of directors and meeting. The Audit Committee instructed the management to follow those suggestions and monitored accordingly from time to time.

EXECUTIVE COMMITTEE (EC)

In compliance with BRPD Circular No. 11, dated October 27, 2013, the Board of Directors of BDBL re-constituted the Executive Committee (EC) comprising of the following Board of Directors:

1.	Ms Shamima Nargis, Chairman	Chairman of the Committee
2.	Mr Md Azizur Rahman, Director	Member
3.	Mr K. M. Tariqul Islam, Director	Member
4.	Mr Md. Habibur Rahman Gazi, Managing Director & CEO	Member

This Executive Committee (EC) is entrusted with the following broader responsibilities and functions:

- Reports regarding the bank's own investment portfolio (securities);
- Approval of double the powers of Capital & Non Recurring Expenditure;
- Approval of double term loan and working capital loan proposals of the managing director in favor of any commercial enterprise which is good and proven in the business interest of the bank.
- Reviewing the situation of recovery of defaulted loans and providing guidance;
- Approval of issuing of Power of attorney, foreign tour of general manager, applying higher study, application for disciplinary action against Officer/Staff;
- Approval of special decision for developing banking business. such as Bank Guarantee, Performance Bank Guarantee issue;
- Approval of taking emergency decision according instruction of Bangladesh Bank and Finance Ministry;

- FINTECH can be introduced in accordance with innovative activities and development of Bank;
- Execution of additional expenditure against budget for urgent needs which shall be notified to the Board later;
- Incurring additional financial expenditure equivalent to double the adaptive capacity of branch offices, rent increase, office renovation; and
- Miscellaneous.

In 2022, 04 (Four) meetings of EC were held.

BOARD RISK MANAGEMENT COMMITTEE (BRMC)

Board Risk Management Committee (BRMC) reviews the identification of the credit risk, foreign exchange risk, internal control & compliance risk, money laundering risk, information & technology risk, operational risk, interest risk, liquidity risk, green banking policy and other risk related activities. The bank established a Board Risk Management Committee (BRMC) with the following Board of Directors:

1.	Ms Shamima Nargis, Chairman	Chairman of the Committee
2.	Mr Md. Abu Hanif Khan, Director	Member
3.	Mr Quazi Shairul Hassan, Director	Member
4.	Mr Md Azizur Rahman, Director	Member
5.	Mr K. M. Tariqul Islam, Director	Member

The BRMC is entrusted with the following responsibilities and functions:

- Identification and controlling strategies of risks;
- Preparation of organizational framework;
- Reviewing and resolving of Risk Management Policy;
- Information / document preservation & reporting;
- Follow-up the implementation of Risk Management Policy as a whole; and
- Miscellaneous.

In 2022, 04 (Four) meetings of Board Risk Management Committee (BRMC) were held.

The board has formed the following committees with the executives and officers of the Bank:

ASSET LIABILITY COMMITTEE (ALCO)

Asset Liability Committee (ALCO) has been formed by the Board of Directors at its 8th meeting held on 10/03/2010. The Asset Liability Committee (ALCO) of the bank was constituted with the following officials, where the Managing Director is the President of the Committee:-

1.	Managing Director & CEO	President
2.	Deputy Managing Director-1	Member
3.	Deputy Managing Director-2	Member
4.	General Manager of Finance & Accounts Division	Member
5.	General Manager of Legal Affairs & Recovery Division	Member
6.	General Manager of Branch Banking Division	Member
7.	General Manager of Development Banking Division	Member
8.	General Manager of SME & General Advances Division	Member
9.	General Manager of International Banking Division	Member
10.	Department Head, Risk Management Department	Member
11.	Department Head, Treasury Management Department	Member -Secretary

The key role and responsibilities of ALCO are as follows:

- Review of actions taken in previous ALCO.
- Directing general policies on risk exposures.
- Setting target of deposit and advances.
- Setting interest rate mismatch / gap limit.
- Analyzing liquidity position.
- Establishing monitoring system for exposure, control and limit management.
- Evaluating market risk and outlook;
- Miscellaneous.

The meeting of the Asset Liability Management Committee is held in every month to review the overall position of the balance sheet and achievement of targets.

APPRECIATION LETTER RECOMMEND COMMITTEE:

The bank has formed an appreciation letter recommend committee to review, evaluate and recommend appreciation letter for the accomplished officials. The members of the committee are as follows:-

1.	Deputy Managing Director-1 (BDBL)	President
2.	Deputy Managing Director-2 (BDBL)	Member
3.	General Managers of Administration Division, SME & General Advance Division (GAD), Development Banking Division, International Banking Division, Information Technology & Risk Management Division, Internal Control & Compliance Division, Finance & Accounts Division, Investment Banking Division, Branch Banking Division, Legal Affairs and Recovery Division.	Member
4.	Deputy General Manager, Human Resource Management Department	Member-Secretary

The key role and responsibilities of Appreciation Letter Recommend Committee are as follows:

- To perform special roles and achieve success/significant contribution in the identified areas and submit clear recommendations from the bank managing director and CEO after evaluating and reviewing them according to the promotion policy-2020.

SUPERVISORY REVIEW PROCESS (SRP) TEAM

SRP Team has been formed by the Board of Directors at its 243rd meeting held on 26/12/2019. The members of the Team are as follows:-

1.	Managing Director & CEO	Chairman
2.	Deputy Managing Director-1	Member
3.	Deputy Managing Director-2	Member
4.	Chief Risk Officer (CRO)	Member
5.	Chief Financial Officer (CFO)	Member
6.	General Manager, Internal Control and Compliance Division	Member
7.	Department Head, MIS & Research Department	Member
8.	Department Head, Risk Management Department	Member-Secretary

The Supervisory Review Process (SRP) Team assists in the following Areas:

- Valid capital analysis-process to establish correlation between risk management and required capital.
- Comprehensive risk analysis-identification and assessment of relevant risks and their management;
- Adequate oversight and governance by the board of directors and top management;
- Monitoring and reporting-establishment a structure of regular reporting on the bank's risk profile and capital position along with stress test findings
- Internal audit mechanisms-independent review under the framework of the internal control system (Internal governance).
- Preparation of process document-internal Capital Adequacy Assessment Process of the Bank.

CHIEF RISK OFFICER (CRO)

Bangladesh Bank (BB) has continued its effort for upgrading the initiatives taken to manage various risks of banks in a prudent manner. In compliance with DOS Circular No. 04, dated October 8, 2018, the bank shall review the guideline at least once a year for adapting with the changing bank environment. Besides, banks shall reconstruct its risk management organogram and appoint Chief Risk Officer (CRO) as the head of Risk Management Department (RMD).

Chief risk officer (CRO) is the corporate executive tasked with assessing and mitigating significant competitive, regulatory and technological threats to an enterprise's capital and earnings.

The Chief risk officer (CRO) assists in the following Areas:

- To bring better transparency, synergy and prudence into risk management structure in the bank,
- Leading the independent risk management department shall have sufficient stature, authority and seniority.

- Direct access to the board of directors and make direct reports to the board or its Risk Management Committee.
- Supervised by the Board Risk Management Committee (BRMC). CRO should not have any reporting relationships with business verticals of the bank and should not be given any business targets.
- Provide all the key risk issues prevailing in the bank to BRMC meetings and a copy to the CEO for acknowledgement.
- Access to any information necessary for performing his/her duties. In this context board and CEO/MD will provide full support to him/her.

CHIEF FINANCIAL OFFICER (CFO)

Chief financial officer (CFO) manages all aspects of financial strategy and reporting. They establish policies, analyze performance, ensure regulatory compliance, and lead a team of analysts, accountants and other finance professionals.

The Chief Financial officer (CRO) assists in the following Areas:

- Leading and supervising about generating report on Financial Condition, Financial Position, Financial Planning, Strategic planning for financial operation and financial projection etc

EXECUTIVE RISK MANAGEMENT COMMITTEE (ERMC)

An Executive Risk Management Committee (ERMC) was formed with the following officials of the bank to strongly observe the risk level, monitor compliance of the risk management guidelines by the Divisions, Departments and Branches and do stress testing regularly and thereby take necessary steps to check and control the risk relating to banking activities :-

01.	General Manager, IT and Risk Management Division	President
02.	General Manager, SME and General Advances Division	Member
03.	General Manager, Internal Control and Compliance Division	Member
04.	Department Head, Business Development and Marketing Department	Member
05.	Department Head, Central Accounts Department	Member
06.	Department Head, Branch Management Department	Member
07.	Department Head, Loan Recovery Department	Member
08.	Department Head, Risk Management Department	Member-Secretary
09.	Department Head, IT System Department	Member
10.	Department Head, International Banking Department	Member

An Executive Risk Management Committee will take advance preparation to address any kind of financial stress and inform the Chief Executive Officer.

SUSTAINABLE FINANCE UNIT (SFU)

With the view of performing green banking activities effectively and efficiently, BDBL has formed a Sustainable Finance Unit .The members of the Unit are as follows:-

1.	Department Head, General Advances Department	Unit Head
2.	Assistant General Manager, Sustainable Finance Unit	Focal Point Officer
3.	Senior most SPO/PO/SO of Sustainable Finance Unit	Fallback Person

SUSTAINABLE FINANCE COMMITTEE (SFC)

BDBL has formed a sustainable finance committee to review, evaluate and approve the banking activities effectively and efficiently, the bank has formed a Sustainable Finance committee with the following member follows:-

1.	Deputy Managing Director-1	President
2.	General Manager, SME & General Advances Division	Member
3.	General Manager, International Banking Division	Member
4.	General Manager, Internal Control and Compliance Division	Member
5.	Department Head, Human Resource Management Department	Member
6.	Department Head, Branch Management Department	Member
7.	Department Head, Loan Recovery Department	Member
8.	Department Head, Central Accounts Department	Member
9.	Department Head, General Advances Department	Member
10.	Department Head, IT System Department	Member
11.	Department Head, Compliance Department	Member
12.	Department Head, Risk Management Department	Member
13.	Department Head, Business Development & Marketing Department	Member
14.	Department Head, Establishment & Common Services Department	Member
15.	Assistant General Manager, Sustainable Finance Unit	Member-Secretary

The Sustainable Finance Committee (SFC) and Sustainable Finance Unit (SFU) assists in the following Areas:

- Conducting green banking and sustainable development activities.

Committees are formed by Managing Director & CEO for handling daily operational activities. Managing Director & CEO is the Chief Executive Officer (CEO) of the bank. In an effective corporate governance structure Bank Management work under the leadership of MD & CEO to carry out daily operations to the best interest of the shareholders. Besides, conventional segregation of functional departments, BDBL has some designated committees entrusted with specific objectives. The composition of all these committees is shown below-

MANAGEMENT COMMITTEE (MANCOM)

To bring dynamism in bank as well as to assist the Managing Director & CEO in handling the daily operational activities to the best interest of the stakeholders, a Management Committee (MANCOM) was formed with the following officials, where the Deputy Managing Director (DMD)-1 acts as the President.

1.	Deputy Managing Director-1	President
2.	Deputy Managing Director-2	Member
3.	All General Managers of All Divisions	Member
4.	Department Head, General Advance Department	Member
5.	Department Head, Human Resource Management Department	Member
6.	Department Head, Compliance Department	Member -Secretary
7.	Department Head, IT Operation Department	Member
8.	Department Head, IT System Department	Member
9.	Department Head, Central Accounts Department	Member

The Management Committee (MANCOM) assists the Managing Director & CEO in the following Areas:

- Set or review vision, mission and strategies of the bank as a whole for effective discharging of management responsibilities.
- Analyze business and financial performance of the bank.
- Review and discuss policies and procedures of the bank and make compile/amendment/extension if necessary before taking to the Board (if needed).
- Market analysis and internal service quality.
- Review of control and compliance.
- Management and development of human resources.
- Exploring ways to strengthen and vitalize support functions (Operations, HRD, ITD, CRM etc.)
- Miscellaneous.

The meetings of the MANCOM are held in every month to review and address the relevant issues timely.

NAITIKATA COMMITTEE

Government of Bangladesh formulated its National Integrity Strategy (NIS) as a comprehensive good governance strategy to prevent corruption and improve national integrity in all sphere of life. In this respect Naitikata Committee of BDBL has been formed with the following members:

1.	Managing Director& CEO	President
2.	Deputy Managing Director (Senior most)	Member
3.	General Manager (Senior most)	Member
4.	General Manager (Administration)	Member and Focal Point
5.	Department Head (HRMD)	Member-Secretary

The key role and responsibilities of NAITIKATA COMMITTEE are as follows:

- Identifying the successes and obstacles in establishing integrity in banks;
- Formulate, implement and monitor time-bound action plans to address identified barriers;
- Determining who is responsible for implementing the action plan;
- Report on the progress of implementation of the reform to the higher authorities;
- Miscellaneous.

CENTRAL COMPLIANCE COMMITTEE (CCC)

Money laundering poses a significant risk to the financial sector globally and to society as a whole. The bank is firmly committed for participating in international efforts to combat money laundering, fraud or other financial crimes including the financing of terrorists or terrorist operations. Accordingly, the bank prepared an Anti-Money Laundering Manual which includes written policy and procedure and formed a Central Compliance Committee (CCC) with the following officials:-

1.	Deputy Managing Director, Administration Division	Head of CCC & CAMLCO
2.	General Manager, Branch Banking Division	Member
3.	Department Head, Human Resource Management	Member
4.	Department Head, General Advances Department	Member
5.	Department Head, Risk Management Department	Member
6.	Department Head, International Banking Department	Member
7.	Department Head, Branch Management Department	Member -Secretary of CCC and Deputy CAMLCO
8.	Department Head, IT System Department	Member

The key role and responsibilities of CCC are as follows:

- The committee acts in keeping consistency with the Anti-Money laundering Manual and guidelines given by the Central Bank from time to time to protect fraud / forgery and financing of terrorist activities;
- Circulate all Anti-Money laundering Manual and guidelines time to time to protect fraud / forgery;
- Appoint BAMLCO for Branch level money laundering.
- Miscellaneous.

FUND MANAGEMENT COMMITTEE (FMCO)

The Fund Management Committee (FMCO) of the bank was constituted with the following officials:-

1.	Deputy Managing Director-1	President
2.	Deputy Managing Director-2	Member
3.	General Manager of Legal Affairs & Recovery Division	Member
4.	General Manager of Finance & Accounts Division	Member
5.	General Manager of International Banking Division	Member
6.	General Manager of Development Banking Division	Member
7.	Deputy General Manager, Central Accounts Department	Member
8.	Head of Treasury Section, Central Accounts Department	Member-Secretary

The key role and responsibilities of FMCO are as follows:

- Inquiry and identification of sources of funds.
- Collection of funds including summons.
- Expenditure of funds and proper utilization of surplus funds term deposits of the bank.
- Analyzing liquidity position.
- Evaluating market risk and outlook.
- Miscellaneous.

CREDIT COMMITTEE (CC)

With a view to bringing dynamism in the activities of the bank and assisting the Managing Director & CEO to perform credit related activities efficiently and effectively. A Credit Committee (CC) was formed in Head Office, Zonal and Branch Offices in the following ways:

Head Office Credit Committee:

1.	Deputy Managing Director-1	President
2.	Deputy Managing Director-2	Member
3.	General Manager, SME & General Advances Division	Member
4.	General Manager, Development Banking Division	Member
5.	General Manager, Branch Banking Division	Member
6.	General Manager, Legal Affairs and Recovery Division	Member
7.	General Manager, Finance & Accounts Division	Member
8.	General Manager, International Banking Division	Member
9.	General Manager, IT & Risk Management Division	Member
10.	Head of Loan Operation Department	Member-Secretary

ZONAL OFFICES CREDIT COMMITTEE

1.	Head of Zonal Office	President
2.	Branch Manager under Zonal Office	Member
3.	Second Senior Officer of Zonal Office	Member
4.	Concerned Officer of Loans & Advances in Zonal Office	Member-Secretary

BRANCH CREDIT COMMITTEE

1.	Head of Branch	President
2.	Second Senior Officer of Branch	Member
3.	Concerned Officer of Loans & Advances in Branch	Member-Secretary

Credit proposals that merit considerations in the opinion of the Credit Committee are presented before the Managing Director & CEO of the bank for approval. The credit proposals that are beyond the delegated business power of the Managing Director & CEO are placed before the Executive Committee / Board of Directors for consideration / approval. The meetings of the Committee hold regularly to approve and review loan proposals.

The key role and responsibilities of CREDIT COMMITTEE is as follows:

- Credit Committee deals with project management, collateral, financial, technical, commercial, legal and overall in the loan proposal;
- Probability (Fixed Funds), Bank Manuals, Various Circulars, Government Acts and Notifications Bangladesh Bank Policies Proper verification, examination and whether all loan norms are properly followed etc;
- Appraisal will give clear opinion/recommendation regarding loan sanction and renewal;
- Miscellaneous.

EVALUATION TEAM

Evaluation Team is formed under Internal Control and Compliance Division to evaluate loan proposal of BDT 5.00 crore and above. Evaluation Team has been formed with the following officials:-

1.	Shamal Kumar Das, Deputy General Manager, BDMD	Team Leader
2.	Md. Anisur Rahman, Deputy General Manager, Law Department	Member
3.	Nazrul Islam Talukdar, Senior Principal Officer, Audit & inspection Department	Member
4.	Md. Shagadur Rahman, Senior Principal Officer, MIS & Research Department	Member-Secretary
5.	Koushik Prosad Ghosh, Senior Principal Officer, Compliance Department	Member
6.	Md. Ariful Haque, Senior Principal Officer, Risk Management Department	Member

The key role and responsibilities of Evaluation Team are as follows:

- Verification of existing loan policy compliance status of the bank in evaluating loan proposals;
- Borrower identity verification;
- Verification of updated CIB report;
- Verification of supporting documents.

The members of the Special Task Force were as follows:-

1.	Managing Director & CEO	President
2.	Deputy Managing Director-1	Member
3.	Deputy Managing Director-2	Member
4.	General Manager, IT & Risk Management Division	Member
5.	General Manager, Legal Affairs and Recovery Division	Member
6.	General Manager, Branch Banking Division	Member
7.	Deputy General Manager, Loan Recovery Department	Member
8.	Deputy General Manager, Law Department	Member
9.	Department Head, Debt Collection Department	Member
10.	Branch Manager, Principal Branch	Member
11.	Branch Manager, Motijheel Branch	Member
12.	AGM-2, Loan Recovery Department	Member
13.	AGM-1, Loan Recovery Department	Member-Secretary

The key role and responsibilities of Special Task Force are as follows:

- Collection, progress and review of top 20 defaulted loans of banks;
- Recovery, progress and review of defaulted loans other than top-20 defaulters;
- Realization, progress and review from deferred projects;
- Convening and taking decisions of STF meeting every month.

RECOVERY SQUAD

The members of the Squad were as follows:-

1.	Managing Director & CEO	President
2.	Deputy Managing Director	Vice President
3.	General Manager, Legal Affairs and Recovery Division	Member
4.	Deputy General Manager, Law Department	Member
5.	Deputy General Manager, Debt Collection Department	Member
6.	Related Branch Manager	Member
7.	Deputy General Manager, Loan Recovery Department	Member-Secretary

The key role and responsibilities of RECOVERY SQUAD are as follows:

- Collection of dues through negotiation under the rules of the bank keeping the interests of the bank intact by discussing with the entrepreneurs of the projects under litigation.
- All the cases in which the possession/ownership of the project property has been transferred in favor of the Bank under Section 33(5) and 33(6) of the Finance Court Act 2003 are arranged to sell all those properties to find potential buyers.
- All those projects that have not settled the loan account after selling the project property, the other private property of the project promoters should be found and attachment.
- Miscellaneous.

BUDGET COMMITTEE (BC)

The Budget Committee (BC) of the bank was constituted with the following officials:-

1.	Deputy Managing Director-1	President
2.	Deputy Managing Director-2	Member
3.	All General Managers of All Divisions/Consultant	Member
4.	General Manager, Principal Branch	Member
5.	Head of Budget Department	Member-Secretary

CREDIT RISK MANAGEMENT COMMITTEE

Bangladesh Bank has given clear guidelines for mitigating different risks. Accordingly, a Credit Risk Management Committee has been formed for fixing, Inspection and controlling credit risk level with the following officials:-

1.	General Manager, SME & General Advances Division	President
2.	Department Head, SME Department	Member
3.	Department Head, General Advances Department	Member
4.	Department Head, Risk Management Department	Member
5.	Department Head, Loan Operation Department	Member
6.	Concerned SPO/PO, Loan Operation Department	Member-Secretary

The key role and responsibilities of CRMC are as follows:

- Determination, observation and controlling Credit Risk Level independently
- Close supervision of the Sub-Divisions, Departments and Desks entrusted with the implementation of Credit Risk guidelines for proper compliance and Inform BRMC time to time;
- Pre-preparedness to deal with all types of risks related to Credit Risk;
- Time to time amend/enhance/modify the Credit Risk manual and checklist prepared by the concerned department.
- Miscellaneous.

INTERNAL CONTROL & COMPLIANCE RISK MANAGEMENT COMMITTEE (ICCRM)

An Internal Control & Compliance Risk Management Committee has been formed with the following officials:-

1.	General Manager, Internal Control & Compliance Division	President
2.	Department Head, Human Resource Management Department	Member
3.	Department Head, Branch Management Department	Member
4.	Department Head, Audit & Inspection Department	Member
5.	Department Head, Compliance Department	Member
6.	Department Head, Risk Management Department	Member
7.	Concerned SPO/PO of Compliance Department	Member-Secretary

The key role and responsibilities of ICCRM are as follows:

- Determination, observation and controlling ICC Risk Level independently
- Close supervision of the Sub-Divisions, Departments and Desks entrusted with the implementation of Internal Control and Compliance Risk guidelines for proper compliance and Inform BRMC time to time;
- Pre-preparedness to deal with all types of risks related to Internal Control and Compliance Risk;
- Time to time amend/enhance/modify the Internal Control and Compliance Risk (ICCR) manual and checklist prepared by the concerned department.
- Miscellaneous.

FOREIGN EXCHANGE RISK MANAGEMENT COMMITTEE (FERMC)

Bangladesh Bank has given clear guidelines for mitigating risks relating to foreign exchange business. Accordingly, a risk manual for foreign exchange business has been prepared for strategic management of risks. Besides, a Foreign Exchange Risk Management Committee (FERMC) has been formed with the following officials:-

1.	General Manager, International Banking Division	President
2.	Department Head, Risk Management Department	Member
3.	Department Head, International Banking Department	Member
4.	Department Head, Treasury Department	Member
5.	Concerned SPO/PO of International Banking Department	Member-Secretary

The key role and responsibilities of FERMC are as follows:

- The Committee will independently monitor the Foreign Exchange Risk level of the Bank strictly;
- BRMC will inform Risk from time to time regarding compliance with the guidelines regarding Foreign Exchange Risk.
- Pre-preparedness to deal with all types of risks related to Foreign Exchange Risk;
- Time to time amend/enhance/modify the Foreign Exchange Risk manual and checklist prepared by the concerned department.
- Miscellaneous.

ICT SECURITY RISK MANAGEMENT COMMITTEE

Bangladesh Bank has given clear guidelines for mitigating risks relating to information & communication technology. Accordingly, a manual for ICT Security Risk Management has been prepared for strategic management of risks. Besides, an ICT Security Risk Management Committee has been formed with the following officials:-

1.	General Manager, IT & Risk Management Division	President
2.	Department Head, Compliance Department	Member
3.	Department Head, IT Operation Department	Member
4.	Department Head, Risk Management Department	Member
5.	Department Head, IT System Department	Member
6.	Concerned SPO/PO, IT System Department	Member-Secretary

The key role and responsibilities of ISRMC are as follows:

- Determination, observation and controlling ICT Risk Level;
- Taking Initiative against risk of Core Banking Solution;
- Preparation against ICT risk and inform ERM&GBC about this risk;
- Inform BRMC about maintaining ICT risk guideline time to time;
- Miscellaneous.

ENVIRONMENTAL RISK MANAGEMENT AND GREEN BANKING COMMITTEE

Bangladesh Bank has given clear guidelines for mitigating different risks. Accordingly, an Environmental Risk Management and Green Banking Committee (ERM&GBC) has been formed with the following officials:-

1.	General Manager, SME & General Advances Division	Chairman
2.	Department Head, General Advances Department	Member
3.	Department Head, SME Department	Member
4.	Department Head, Risk Management Department	Member
5.	Department Head, Loan Operation Department	Member
6.	Assistant General Manager, Sustainable Finance Unit	Member
7.	Concerned SPO/PO of Sustainable Finance Unit	Member-Secretary

The key role and responsibilities of ERM&GBC are as follows:

- Provides direction to the bank in any type of environmental and green banking related risk determination, observation and control.
- Development of Environmental and Green Banking Risk Manual and Checklist by integrating environmental risks with proposed green business practices;
- Close supervision of the Sub-Divisions, Departments and Desks entrusted with the implementation of Environmental Risk Management and Green Banking guidelines for proper compliance;
- Pre-preparedness to deal with all types of risks related to Environmental Risk Management and Green Banking;
- Time to time amend/enhance/modify the Environmental Risk Management and Green Banking manual and checklist prepared by the concerned department.
- Miscellaneous.

CENTER CUSTOMER SERVICE AND COMPLAIN MANAGEMENT CELL

In order to bring discipline and to create a congenial environment in the banking activities, customer service and complain management cell was set up with the efficient and experienced officials of the bank to review complains against the officers and staff of the bank. The Managing Director & CEO regularly monitors the activities of the Complain Cell. The Complain Cell was formed with the following officials of the bank:

1.	Deputy General Manager / Department Head of Compliance Department.	Head Of Cell
2.	Assistant General Manager/Senior Principal Officer of Compliance Department.	Member
3.	Principal Officer / Senior Officer of Compliance Department.	Member-Secretary

key role and responsibilities of CENTER CUSTOMER SERVICE AND COMPLAIN MANAGEMENT CELL are as follows:

- To establish the basic institutional approach and ethical ideals regarding customer service of the bank;
- Formulating/updating necessary policies for proper customer service and general management in branches;
- Formulating/updating clear code of conduct for bank officers/employees;
- Formulating/updating service standards and customer charters;
- Miscellaneous.

SHARE BUY - SALE COMMITTEE (SBSC)

A committee in the name of Share Buy and Sale Committee (SBSC) were formed for buying and selling share / debentures on behalf of the Bank with the recommendations / instructions of the Committee. The members of the Committee were as follows:-

1.	Deputy Managing Director (Investment Banking Division)	President
2.	General Manager (Senior Most)	Member
3.	General Manager of Finance and Accounts Division	Member
4.	General Manager of Investment Banking Division	Member
5.	Chief Executive Officer of BDBL Securities Limited (BSL)	Member
6.	Chief Executive Officer of BDBL Investment Services Limited (BISL)	Member
7.	Mr.Md.Golam Hasnayin Khan, Deputy General Manager, Compliance Department	Member
8.	Deputy General Manager/Department Head (Investment Banking Department)	Member
9.	Assistant General Manager/ Senior Most 2 nd Officer of Investment Banking Department	Member-Secretary

The key role and responsibilities of SHARE BUY - SALE COMMITTEE (SBSC) are as follows:

- Providing recommendations for buying and selling shares/securities of BDBL's in primary and secondary markets;
- Providing investment recommendations in private placements, bonds, sukuk etc;
- Share buying and selling activities will be conducted as per the recommendation of the committee.

ANNUAL PERFORMANCE AGREEMENT (APA) COMMITTEE

Financial Institution Division of Ministry of Finance has given clear guidelines for Annual Performance Agreement (APA) Committee. Annual Performance Agreement Committee has been formed with the following officials:-

1.	Deputy Managing Director	Leader APA Team
2.	General Manager, IT & Risk Management Division.	Member
3.	Department Head, Central Accounts Department	Member
4.	Department Head of SME Department	Member
5.	Department Head of Budget Department	Member
6.	Department Head of MIS & Research Department	Member
7.	Md Shagadur Rahman, Senior Principal Officer, MIS & Research Department	Member-Secretary

The key role and responsibilities of Annual Performance Agreement (APA) are as follows:

- To review the desired achievements against the objectives of the Association by holding a meeting on a quarterly basis;
- Reviewing the progress/achievements of every quarter and sending the information to the Ministry on time;
- Miscellaneous.

IT SECURITY UNIT

IT Security Unit has been formed for maintenance the activities of Cyber Security Operation Centre, IT risk management and IT audit. This unit Co-Operate with Computer Incidents Response Team of the bank, Bangladesh Bank and Ministry. Formulate and ensure execution of different relevant policies and plans of operation. Design IT security architecture as well as ensure IT Security of the entire bank. Comply and Monitor the execution status of all the IT related policies of the bank. Conduct periodic IT risk assessment of ICT related assets. IT Security Unit has been formed with the following officials:-

1.	Mr Md Moniruzzaman Monir, Senior Principal Officer, IT System Department	Head
2.	Mr Md. Tasfin Adnan, Principal Officer, IT Operation Department	Member (Permanent)
3.	Mr Monirul Islam, Principal Officer, IT Operation Department	Member
4.	Mr Md. Shaharear Hassan Lalin, Principal Officer, IT Operation Department	Member (Permanent)
5.	Fariha Binta Rahman, Principal Officer, IT Operation Department	Member
6.	Mr Ripon Mondol, Senior Officer (IT), IT System Department	Member

The key role and responsibilities of IT Security Unit is as follows:

- Work to form a Cyber Security Governance Committee (CSGC) for overseeing overall IT Security of the bank;
- Report to CSGC on regular basis;
- Co-operate with the Computer Incidents Response Team of the bank, Bangladesh Bank and Ministry;
- Maintain Liaison with Bangladesh Computer Emergency Response Team;
- Formulate and ensure execution of different relevant policies and plans of IT Operation;
- Comply and Monitor the execution status of all the IT related Policies of the bank;
- Design IT Security Architecture as well as ensure IT Security/Cyber Security of the entire bank on 24/7 basis.
- Miscellaneous.

CARD MANAGEMENT UNIT

A Card Management Unit has been made for starting Debit Card Service of BDBL. The members of the Team were as follows:-

1.	Md. Rokonuzzaman, Assistant General Manager, IT System Department	Head (Part Time)
2.	Raju Ahmend, Senior Principal Officer, IT System Department	Member (Part Time)
3.	Fariha Binta Rahman, Principal Officer, IT Operation Department	Member (Permanent)
4.	Md Nazrul Islam, Senior Officer (IT), IT System Department	Member (Part Time)
5.	Tanvir Ahmed Shawan, Senior Officer (IT), IT Operation Department	Member (Permanent)
6.	Md. Mostafizur Rahman, Senior Officer (IT), IT System Department	Member (Permanent)

The key role and responsibilities of CARD MANAGEMENT UNIT is as follows:

- To maintain regular contact with the vendor organization ITCL and provide overall support/assistance for providing Dabit Card service to the bank;
- Regular monitoring of Dabit Card service in the bank to ensure uninterrupted and successful service delivery;
- Collection of customer application form from branch, issue of card pin by contacting vendor company ITCL and issuance of pin and delivery to customer through branch;
- To follow the instructions of the Financial Institutions Department, Bangladesh Bank, Board of Directors and Bank Management Authority in this regard regularly;
- Carrying out work related to card stock management;
- Collection of expired cards and re-issuance of new cards;
- Collection/Deduction of card annual fee.

DELEGATION OF POWER

The Board delegated appropriate finance and business power to the Management for quick disposal of credit proposals and other financial matters. Board also delegated authority to Executive Committee (EC) of the Board to approve proposals within certain limit.

AUDIT BY CENTRAL BANK

Bangladesh Bank (Central Bank) conducts comprehensive inspection of the bank. The Central Bank also exchanges views with the BDBL's External Auditors regarding the various process of audit. The reports are reviewed by the Audit Committee and the Board of BDBL. BDBL gives top priority to the inspection reports and corrective measures are taken for the lapses mentioned in the reports.

AUDIT BY THE EXTERNAL AUDITORS

External Auditors also play the supreme role in auditing and cover about 80 percent of the risk weighted assets. They also discuss with the Management and Audit Committee of the Board on various issues including internal control and compliance. Suggestions of the auditors are given due consideration and are implemented by the Management. The reports of the auditors are also discussed in the board.

AUDIT AND INSPECTION

To reduce operational risks of the bank, BDBL conducts regular audit and inspection on the business affairs of the bank based on different manuals, instructions, rules and procedures given by Bangladesh Bank and other Regulatory Authority from time to time. Audit also verifies the implementation status of various instructions given by the Board of Directors, Executive Committee and Audit committee of the Board.

INTERNAL CONTROL AND COMPLIANCE

Internal Control contains self-monitoring mechanisms and actions are taken to correct errors and deficiencies as they are identified. To assess the position of internal control and anti-money laundering compliance in various branches of BDBL, Internal Control and Compliance Division carried out onsite inspection of various branches during 2022.

BB Guidelines for Corporate Governance : Our Compliance Status

To ensure good governance i.e. corporate governance in bank management, Bangladesh Bank (BB) issued three circulars in 2013 covering three broad areas as follows:

1. BRPD Circular No. 11 dated 27 October, 2013 : Formation and Responsibilities of Board of Directors (BOD).
2. BRPD Circular Letter No. 18 dated 27 October, 2013 : Appointment and Responsibilities of Chief Executive Officer (CEO).
3. BRPD Circular Letter No. 19 dated 27 October, 2013 : Contractual Appointment of Advisor and Consultant.

The summary of the BB guidelines and BDBL's compliance thereto are presented below :

1. Formation and Responsibilities of Board Of Directors (BOD).

Sl. No.	Particulars	Compliance Status
1.	Formation of BOD: Prior approval from BB to be taken before appointment of new Directors, as well as dismissal, termination or removal of any Director from the post. Qualification and competency of Directors, maximum number of Directors of the Board, appointment of Independent Directors, appointment of maximum 02 (two) members from a family as Director.	Complied
1.1	Appointment of New Directors: Every bank company, other than specialized banks, at the time of taking prior approval from BB while appointing Directors should furnish the following information along with the application:	N/A
	a. Personal information of the nominated person	-
	b. Declaration of nominated person	-
	c. Declaration for confidentiality by the nominated person	-
	d. In case of Independent Director, the approval letter from BSEC	-
	e. CIB report of the nominated person	-
	f. Updated list of Directors	-
1.2	Vacancy of office of a Director	
(a)	The office of a Director shall be vacated as per the provision of section 108 (1) of Companies Act, 1994. Besides, provision of section 17 of Bank Company Act, 1991, providing false declaration at the time of appointment or observing shortfall of qualification as a Director.	N/A
(b)	In the office of a Director is vacated as per section 17 of Bank Company Act, 1991, she/he will not be eligible to become Director of that bank company or any other bank company or Financial Institutions within one year from the date of repayment of the total dues to the bank. The dues can be adjusted with the shares held by the Director in that bank company and he cannot transfer his shares of that bank company until he repays his all the liabilities of that bank company or Financial Institutions.	N/A

Sl. No.	Particulars	Compliance Status
(c)	BB can remove Directors or Chairman of a bank company other than the State-owned banks for doing any activity that is detrimental to the interest of the banks depositors or against the public interest under Section 46 and can also dissolve the Board of a bank company under Section 47 of Bank Company Act, 1991 (Amended in 2013).	No Such Incident
1.3	Removal of Directors from office: With the prior approval of Bangladesh Bank, any Director of a bank company other than Specialized banks can be removed from his office for the reasons specified in its Articles of Association. The reason and grounds of the dismissal/removal and the copy of such decision taken by BOD and a list of Directors shall be submitted to Bangladesh Bank. Such removal shall be effective from the date of BB's approval.	N/A
1.4	Appointment of Alternate Director: An alternate Director can be appointed to act for a Director during his absence for a continuous period of not less than three months from Bangladesh by fulfilling the following instructions:	All Board Members are nominated by the Government. They are treated as independent director.
(a)	Bank has to collect and properly maintain the documentary evidences relating to departure and arrival of the original Director while traveling abroad. If there is any exception, the CEO should immediately inform it to BB.	N/A
(b)	The copy of the decision of the BOD regarding appointment of alternate Director, with original Director's probable returning date from abroad should be sent to BB within 7 days of taking the decision and the Director's arrival date must be intimated to BB immediately after his/her return.	N/A
(c)	Any loan defaulter or any person who is not eligible to become a Director as per any relevant guiding rules and regulations will not be appointed as an alternate Director.	N/A
(d)	As an alternate Director is appointed temporarily; therefore, he/she will not be included in any kind of committee constituted by the BOD.	N/A
(e)	The alternate Director or his/her affiliated organization will not get any kind of loan facilities from the bank. In case of previous loan, enhancement of limit or extension of time period or any kind of exemption or interest waiver will not be allowed. Moreover, all restrictions applicable to Directors according to rules and regulations will also be applicable to the alternate Director.	N/A
2.	Director from Depositors: As per Bank Company Act, 1991 (amended in 2013) appointment of Directors from depositors is no longer required. But, in compliance with the provision of section 15 (9) of Bank Company Act, 1991 (amended in 2013), bank company may consider the tenure of existing Directors from depositors or may appoint them as the Independent Director of the company.	N/A
3.	Information regarding Directors: Banks are advised to take the following steps regarding Directors information:	
(a)	Every bank should keep an updated list of bank Directors.	Complied
(b)	Banks should send a Directors' list to other banks or Financial Institutions immediately after the appointment or release of Directors.	Complied
(c)	Banks should display a list of Directors on the website and update it on a regular basis.	Complied
4.	Responsibilities of the Board of Directors (BOD)	
4.1	Responsibilities and Authorities of the BOD:	

Sl. No.	Particulars	Compliance Status
(a)	<p>Work planning and strategic management</p> <p>(i) The BOD shall determine the objectives and goals and to this end shall chalk out strategies and work plans on annual basis. It shall analyze/monitor at the quarterly rests the development of implementation of work plans.</p>	Complied
	<p>(ii) The BOD shall have its analytical review presented in the Annual Report as regard to success/failure in achieving the business and other targets as set out in its annual work plan and shall apprise the shareholders of its opinions/recommendations on future plans and strategies. It shall set the Key Performance Indicators (KPIs) for the CEO and executives immediate two tiers below the CEO and have it evaluated at times.</p>	Complied
(b)	<p>Loan and Risk Management:</p> <p>(i) The policies, procedures, strategies, etc. in respect of appraisal of loan/investment proposal, sanction, disbursement, recovery, re-scheduling and write-off thereof shall be made with the BOD's approval under the purview of the existing laws, rules and regulations. The BOD shall specifically distribute the power of sanction of loan/investment and such distribution should desirably be made among the CEO and his subordinate executives as much as possible. No Director, however, shall interfere, directly or indirectly, into the process of loan approval.</p>	Complied
	<p>(ii) The Board shall frame policies for Risk Management and get them complied with and shall monitor the compliance at quarterly rests and review the concerned report of the risk management team and shall compile in the minutes of the board meeting. The BOD shall monitor the compliance of the guidelines of BB regarding key risk management.</p>	Complied
(c)	<p>Internal Control management:</p> <p>The Board shall be vigilant on the internal control system of the bank in order to attain and maintain satisfactory health or grade of its loan/investment portfolio. The Board will establish such an internal control system so that the internal audit process can be conducted independently from the management. It shall review at quarterly rests the reports submitted by its audit committee regarding the compliance of recommendations made in internal and external audit reports and the BB inspection reports.</p>	Complied
(d)	<p>Human Resources (HR) Management and Development:</p> <p>(i) Policies relating to recruitment, promotion, transfer, disciplinary and punitive measures, human resources development etc. and service rules shall be framed and approved by the BOD. The Chairman or the Directors shall in no way involve themselves and interfere into or influence over any administrative affairs including recruitment, promotion, transfer and disciplinary measures as executed under the set service rules. No member of the BOD shall included in the selection committees for recruitment and promotion to different levels. Recruitment, promotion, transfer and punishment of the executives immediate two tiers below the CEO shall, however, rest upon the BOD. Such recruitment and promotion shall have to be carried out complying with the service rules i.e. policies for recruitment and promotion.</p>	Complied BDBL Board approves HR Policy from time-to-time and related works done accordingly

Sl. No.	Particulars	Compliance Status
	(i) The BOD shall place special attention to the development of skills set of bank's staff in different fields of its business activities including prudent appraisal of loan/investment proposals, and to the adoption of modern electronic and information technologies, and the introduction of effective Management Information System (MIS). The BOD shall get these programs incorporated in its annual work plan.	Complied
	(ii) The BOD will compose Code of Ethics for every tier of employees and they will follow it properly. The BOD will promote healthy code of conducts for developing a compliance culture.	Complied
(e)	Financial Management : (i) The annual budget and the statutory financial statements will be prepared with the approval of the BOD. It will at quarterly rests review/monitor the positions in respect of bank's income, expenditure, liquidity, non-performing assets, capital base and adequacy, maintenance of loan loss provision and steps taken for recovery of defaulted loans including legal measures.	Complied
	(ii) The BOD will frame the policies and procedures for bank's purchase and procurement activities and shall accordingly approve the distribution of power for making such expenditures. The maximum possible delegation of such power shall rest on the CEO and his subordinates. The decision on matters relating to infrastructure development and purchase of land, building, vehicles etc. for the purpose of bank's business shall, however, be taken with the approval of BOD.	Complied
	(iii) The BOD will review whether the Asset-Liability Committee (ALCO) has been formed and it is working according to BB guidelines.	Complied
(f)	Appointment of Chief Executive Officer (CEO): In order to strengthen the financial base of the bank and obtain confidence of the depositors, one of the major responsibilities of the BOD is to appoint an honest, efficient, experienced and suitable CEO or Managing Director. The BOD will appoint a competent CEO for the bank with the approval of BB.	Complied
(g)	Other Responsibilities of the BOD: In accordance to BB Guidelines issued from time to time.	Always Complied
4.2	Meetings of the Board of Directors: Board of Directors may meet once or more than once in a month upon necessity and shall meet at least once in every three months. Excessive meetings are discouraged.	Complied
4.3	Responsibilities of the Chairman of the BOD:	
(a)	As the Chairman of the BOD or Chairman of any committee formed by the BOD or any Director does not personally possess the jurisdiction to apply policy making or executive authority, he/she shall not participate in or interfere into the administrative or operational and routine affairs of the bank.	Complied
(b)	The Chairman may conduct on-site inspection of any bank branch or financing activities under the purview of the oversight responsibilities of the BOD. He may call for any information relating to bank's operation or ask for investigation into any such affairs; he may submit such information or investigation report to the meeting of the BOD or the Executive Committee and if deemed necessary, with the approval of the BOD, he shall effect necessary action thereon in accordance with the set rules through the CEO. However, any complaint against the CEO shall have to be apprised to BB through the BOD along with the statement of the CEO.	Complied

Sl. No.	Particulars	Compliance Status
(c)	The Chairman may be offered an office room, a personal secretary/assistant, a peon/MLSS, a telephone at the office, a mobile phone usable inside the country and a vehicle in the business interest of the bank subject to the approval of the BOD.	Complied
5.	Formation of Supportive Committees of the Board: The BOD of every bank company can form only three supporting committees of the BOD i.e. Executive Committee (EC), Audit Committee (AC) and Risk Management Committee (RMC).	Complied
5.1	<p>Executive Committee (EC): EC is to be formed for taking decision on urgent and day-to-day or routine activities between the intervals of two BOD meetings. The EC will perform according to the terms of reference set by the BOD.</p> <p>The EC will be formed with maximum of 07 (seven) members for a period of 03(three) years. The Chairman of the BOD can also be the member of the EC. The company secretary of the bank shall act as the secretary of the EC. EC members, besides being honest and sincere, should have reasonable knowledge on banking business, its operations and risk management and be capable of making valuable and effective contributions in the functioning of the committee. The committee shall discharge responsibilities and take decision on the matters as instructed by the BOD except discharging of those responsibilities and taking decisions that are specifically assigned to the full BOD by the Bank Company Act, 1991(Amended in 2013) or other related laws and regulations. The decisions taken by the committee shall be ratified in the next BOD meeting. Upon necessity the committee can call meeting at any time. The committee may invite CEO, Chief Risk Officer or any Executive to attend the committee meeting.</p>	Complied
5.2	Audit Committee (AC): The AC should have maximum five members and two of them shall be Independent Directors. It should be constituted of such members who are not members of the EC of the BOD. The members of the committee may be nominated for three years and the company secretary of the bank shall act as the secretary of the committee.	Complied
5.3	<p>Risk Management Committee (RMC): The RMC is to be formed to mitigate impending risks which could be arisen during implementation of BOD approved policies, procedures and strategies. This committee is entrusted to examine and review whether management is properly working on identifying and mitigation of credit risk, foreign exchange risk, internal control and compliance risk, money laundering risk, information and communication technology risk, operation risk, interest rate risk and liquidity risk and keeping adequate capital and provision against the risks identified.</p> <p>The RMC is to be formed with maximum five members who will be appointed for 03 (three) years. Each member should be capable of making valuable and effective contributions in the functioning of the committee. The company secretary of the bank shall act as the secretary of the committee. RMC shall review the risk management policy and guidelines of the bank at least once in a year, make necessary modifications as per requirement and submit the same to the BOD for approval. Besides, lending limits and other limits should be reviewed at least once in a year and should be amended, if necessary.</p>	Complied
6.	Training of the Directors: The Directors of the Board will acquire appropriate knowledge of the banking laws and other relevant laws, rules and regulations to effectively discharge the responsibilities as a Director of the bank.	Complied
7.	Intimation of the Circular to the Board and related persons by CEO: The CEO will inform about this Circular to the Directors and other related persons.	Complied

2. Appointment and Responsibilities of Chief Executive Officer

Sl. No.	Particulars	Compliance Status
A.	Rules and regulations for appointment of the CEO	
1.	<p>Moral Integrity: In case of appointment to the post of CEO, satisfaction in respect of the concerned person should be ensured to the effects that:</p> <ul style="list-style-type: none"> a) He has not been convicted by any Criminal Court of Law. b) He has not been punished for violating any rules, regulations or procedures/norms set by any regulatory authority. c) He has not associated with any such company/organization; registration or license of which has been cancelled. 	Complied
2.	<p>Experience and Suitability:</p> <ul style="list-style-type: none"> a) For appointment as a CEO, the concerned person must have experience in banking profession for at least 15 (fifteen) years as an active officer and at least 02 (two) years experience in a post immediate below the CEO of a bank. b) He must have a Master's degree at minimum from any recognized university. Higher academic education in the field of Economics, Banking and Finance or Business Administration will be treated as additional qualification for the concerned person. c) In respect of service, the concerned person should have excellent track record of performance. d) Satisfaction should be ensured that the concerned person was not dismissed from service when he was Chairman/Director/Official of any company. e) Any Director of any bank or Financial Institution or any person who has business interest in the concerned bank will not be eligible for appointment to the post of the CEO. 	Complied
3.	<p>Transparency and Financial Integrity: Before making appointment as a CEO, satisfaction should be ensured to the effects that:</p> <ul style="list-style-type: none"> a) The concerned person was not involved in any illegal activity while performing duties in his own or banking profession. b) He has not deferred payment to creditors or has not compromised with his creditors to be relieved from debts or he is not a loan defaulter. c) He is not a tax defaulter. d) He has never been adjudicated a bankrupt by the Court. 	Complied
4.	<p>Age Limit: No person crossing the age of 65 years shall hold the post of CEO of a bank.</p>	Complied
5.	<p>Tenure: The tenure of the CEO shall not be more than 03 (three) years, which is renewable. If the candidate has less than 3 years left to attain 65 years, he/she can be appointed for that shorter period.</p>	Complied
6.	<p>Guidelines in fixing the salary and allowances: Banks are required to follow the guidelines stated below while determining the salary and allowances of the CEO and submitting such proposal to BB:</p> <ul style="list-style-type: none"> a) In fixing the salary and allowances of the CEO, financial condition, scope of operation, business-volume and earning capacity of the bank; qualifications, achievement of the candidate in the past, age and experience and the remuneration paid to the persons occupying same position in the peer banks shall have to be taken into consideration. 	Complied

Sl. No.	Particulars	Compliance Status
	<p>b) Total salary shall be comprised of direct salary covering “Basic Salary” and “House Rent” and allowances as “Others”. The allowances (e.g. provident fund, utility bill, leave-fare assistance) in “Others” head should be specified in amount/ceiling. Besides, other facilities (e.g. car, fuel, driver etc.), as far as possible, shall have to be converted in the monetary value and thus determining monthly total salary, it shall have to be mentioned in the proposal submitted to BB. In the proposal, basic Salary, House Rent, Festival Allowance, other allowances and other facilities shall have to be specified in Taka amount.</p> <p>c) Without improving the bank’s major financial indicator like - CAMELS, annual salary increment will not be payable.</p> <p>d) Terms of salary-allowances and other facilities as specified in the terms and conditions of appointment cannot be changed during the tenure. In case of renewal, proposal may be made for re-fixation of the salary considering the work performance of the current CEO.</p> <p>e) The CEO so appointed shall not get any other direct or indirect facilities (e.g. dividend, commission, club expense, etc.) other than the salary-allowances and other facilities as enumerated in clause (b) above.</p> <p>f) The bank shall not pay any income tax for the CEO, i.e. the CEO so appointed shall have to pay it.</p>	Complied
7.	<p>Incentive Bonus: The CEO will get incentive bonus subject to paying incentive bonus to all executives/officers/workers of the bank and the said bonus amount will not exceed BDT1,000,000 in a year.</p>	Complied
8.	<p>Honorarium for attending the Board Meeting: Being a salaried Executive, CEO will not get any honorarium for attending the Board meeting or Board formed committee meeting.</p>	Complied
9.	<p>Evaluation Report: For reappointment of the CEO, the Chairman of the bank shall have to submit a Board approved evaluation report to BB.</p>	Complied
10.	<p>Prior Approval from Bangladesh Bank: Prior Approval from Bangladesh Bank is mandatory before appointing CEO as per section 15(4) & (5) of Bank Company Act, 1991 (amended up to 2013). For processing such approval, along with the proposal signed by the Chairman of the BOD, the selected person’s complete resume, offer letter, (mentioning the direct & indirect remuneration and facilities) and copy of Board’s approval must be submitted to BB. The selected person must also submit declarations as per Annexure A & Annexure B to BB.</p>	Complied
11.	<p>Decision of Bangladesh Bank is final: The decision of BB for appointment of the CEO will be treated as final and the CEO such appointed cannot be terminated, released or removed from his/her office without prior approval from BB.</p>	Complied
B.	<p>Responsibilities and Authorities of the CEO: The CEO of the bank, whatever name called, shall discharge the responsibilities and exercise the authorities as follows:</p>	

Sl. No.	Particulars	Compliance Status
	a. In terms of the financial, business and administrative authorities vested upon him by the BOD, the CEO shall discharge his own responsibilities. He shall remain accountable for achievement of financial and other business targets by means of business plan, efficient implementation thereof and prudent administrative and financial management.	Complied
	b. The CEO shall ensure compliance of the Bank Company Act, 1991 and other relevant laws and regulations in discharging of routine functions of the bank.	Complied
	c. The CEO shall include clearly any violation from Bank Company Act, 1991 (amended in 2013) and/or other relevant laws and regulations in the “Memo” presented to the meeting of the BOD or any other committee(s) engaged by the BOD.	Complied
	d. The CEO shall report to Bangladesh Bank of issues in violation of the Bank Company Act, 1991 (amended in 2013) or of other laws/regulations.	Complied
	e. The recruitment and promotion of all staffs of the bank except those in the two tiers below him/her shall rest on the CEO. He/she shall act in such cases in accordance with the approved service rules on the basis of the human resources policy and approved delegation of employees as approved by the BOD.	Complied
	f. The authority relating to transfer of and disciplinary measures against the staff, except those at two tiers below the CEO, shall rest on him/her which he/she shall apply in accordance with the approved service rules. Besides, under the purview of the human resources policy as approved by the BOD, he/she shall nominate officers for training etc.	Complied

3. Contractual appointment of Advisor and Consultant

Sl. No.	Particulars	Compliance Status
A.	Rules and regulations for appointment of an Advisor	
1.	<p>Experience and Suitability: For appointment as Advisor, the concerned person will have to fulfill the following requirements with regard to experience and qualifications:</p> <ol style="list-style-type: none"> Experience in banking or administration for at least 15 (fifteen) years or have a long experience in social activities. Higher academic education in the field of Economics, Banking and Finance or Business Administration will be treated as additional qualification for the concerned person. Satisfaction should be ensured that the concerned person was not dismissed from his service when he was Chairman/Director/Executive of any company. The person who is working in any bank or Financial Institution or who has business interest in that bank will not be eligible for appointment to the post of Advisor. Satisfaction should be ensured that the concerned person is not a loan defaulter or tax defaulter and has never been adjudicated a bankrupt by the Court. 	N/A
2.	<p>Responsibilities of the Advisor: The roles and responsibilities of the Advisor should be defined specifically. The Advisor can advise the Board of Directors or CEO only on those matters specified in the appointment letter. The routine and general activities of the bank will not be included in his terms of reference. He will not be entitled to exercise any power or involved himself in the decision making process of financial, administrative, operations or other activities of the bank.</p>	N/A

Sl. No.	Particulars	Compliance Status
3.	Prior approval from Bangladesh Bank: Prior approval from BB is mandatory before appointing an Advisor. For such appointment, the justifications of the post of Advisor, responsibilities or terms of reference, complete resume of the concerned person, terms of appointment (mentioning remuneration and facilities) and copy of BOD's approval shall be submitted to BB. The nominated person has to make a declaration as per Annexure A. This declaration shall also be submitted to BB.	N/A
4.	Remuneration and other facilities of Advisor: The post of Advisor is not a fixed and substantive post in the bank's organization structure. Advisor will not be entitled to salaries and allowances as regular employee except gross amount of remuneration, transport and telephone facilities. Remunerations inconsistent with the terms of reference of the Advisor will not be considered as acceptable to BB.	N/A
5.	Tenure of Advisor: The tenure of the Advisor shall be maximum 01 (one) year, which is renewable. An evaluation report (by the Chairman that is approved by the BOD) of previous tenure should be submitted to BB with the re-appointment proposal.	N/A
6.	Appointment of Ex-executive: For ensuring good governance, any former Director, CEO or any other Executive of the bank will not be eligible to become an Advisor in the same bank immediately after their retirement or resignation. However, after one year from such retirement or resignation, he/she will be eligible for appointment as Advisor.	N/A
B.	Rules and Regulations for Appointment of a Consultant	
1.	Terms of reference of Consultant: Consultant can be appointed for specialized tasks like tax, law and legal procedures, engineering and technical works, information technology, etc. Consultants' appointment should be avoided as much as possible for those works that could be done by regular employees of the bank.	Complied
2.	Responsibilities of a Consultant: The responsibilities or terms of reference of a Consultant should be specified. He/she should not be involved in any activities beyond his/her terms of references and he/she cannot exercise any kind of power in bank operation or cannot participate in the decision making process.	Complied
3.	Appointment of a Consultant: A Consultant can be appointed with the approval of BOD. After such appointment the bank shall send the Consultant's complete resume, terms of reference and details of remuneration to BB immediately.	Complied
4.	Tenure of a Consultant: The tenure of a Consultant should be consistent with the terms of reference, but would not exceed 02 (two) years. Generally the consultant will not be eligible for re-appointment. But to complete the unfinished tasks, his contract may be extended for maximum period of 01 (one) year with the approval of BB. The Chairman of the bank upon approval of the BOD shall have to submit the extension proposal to BB with the evaluation report of his previous tenure.	Complied
5.	Remuneration/honorarium of a Consultant: The Consultant's remuneration should be in the form of monthly or single lump-sum payment, and he is not entitled to any other facilities.	Complied
6.	Appointment of Ex-executive: For ensuring good governance, any former Director, CEO or any other Executive of the bank will not be eligible for appointment as a Consultant in the same bank immediately after their retirement or resignation. However, after one year from such retirement or resignation, he/she will be eligible for appointment as a Consultant.	Complied

Compliance Status of Bangladesh Securities and Exchange Commission Guidelines for Corporate Governance.

Status of compliance with the conditions imposed by the Commission's Notification No. BSEC/CMRRCD/2006-158/207/Admin/80 dated 03 June, 2018 issued under section 2CC of the Securities and Exchange Ordinance, 1969 :

Condition No.	Title	Compliance Status (Put ✓ in the appropriate column)		Remarks (if any)
		Complied	Not Complied	
1.0	Board of Directors			
1.1	The total number of members of a company's Board of Directors (hereinafter referred to as "Board") shall not be less than 5 (five) and more than 20 (twenty).	✓		Stated in Annual Report
1.2	Independent Director			
1.2 (a)	At least one-fifth (1/5) of the total number of directors in the company's Board shall be independent directors; any fraction shall be considered to the next integer or whole number for calculating number of independent director(s);	N/A		
1.2 (b)	Independent director" means a director:			
1.2 (b) (i)	who either does not hold any share in the company or holds less than one percent (1%) shares of the total paid-up shares of the company;	N/A		
1.2 (b) (ii)	who is not a sponsor of the company or is not connected with the company's any sponsor or director or nominated director or shareholder of the company or any of its associates, sister concerns, subsidiaries and parents or holding entities who holds one percent (1%) or more shares of the total paid-up shares of the company on the basis of family relationship and his or her family members also shall not hold above mentioned shares in the company: Provided that spouse, son, daughter, father, mother, brother, sister, son-in-law and daughter-in-law shall be considered as family members;	N/A		
1.2 (b) (iii)	who has not been an executive of the company in immediately preceding 2 (two) financial years;	N/A		
1.2 (b) (iv)	who does not have any other relationship, whether pecuniary or otherwise, with the company or its subsidiary or associated companies;	N/A		
1.2 (b) (v)	who is not a member or TREC (Trading Right Entitlement Certificate) holder, director or officer of any stock exchange;	N/A		
1.2 (b) (vi)	who is not a shareholder, director excepting independent director or officer of any member or TREC holder of stock exchange or an intermediary of the capital market;	N/A		
1.2 (b) (vii)	who is not a partner or an executive or was not a partner or an executive during the preceding 3 (three) years of the concerned company's statutory audit firm or audit firm engaged in internal audit services or audit firm conducting special audit or professional certifying compliance of this Code;	N/A		
1.2 (b) (viii)	who is not independent director in more than 5 (five) listed companies;	N/A		
1.2 (b) (ix)	who has not been convicted by a court of competent jurisdiction as a defaulter in payment of any loan or any advance to a bank or a Non-Bank Financial Institution (NBFI); and	N/A		
1.2 (b) (x)	who has not been convicted for a criminal offence involving moral turpitude;	N/A		
1.2 (c)	The independent director(s) shall be appointed by the Board and approved by the shareholders in the Annual General Meeting (AGM);	N/A		Approved the Government Order
1.2 (d)	The post of independent director(s) cannot remain vacant for more than 90 (ninety) days; and	N/A		-
1.2 (e)	The tenure of office of an independent director shall be for a period of 3 (three) years, which may be extended for 1 (one) tenure only: Provided that a former independent director may be considered for reappointment for another tenure after a time gap of one tenure, i.e., three years from his or her completion of consecutive two tenures [i.e. six years]: Provided further that the independent director shall not be subject to retirement by rotation as per the, ()(Companies Act, 1994). Explanation: For the purpose of counting tenure or term of independent director, any partial term of tenure shall be deemed to be a full tenure.	N/A		-
1.3	Qualification of Independent Director:			
1.3 (a)	Independent director shall be a knowledgeable individual with integrity who is able to ensure compliance with financial laws, regulatory requirements and corporate laws and can make meaningful contribution to the business;	N/A		

Condition No.	Title	Compliance Status (Put ✓ in the appropriate column)		Remarks (if any)
		Complied	Not Complied	
1.3 (b) (i)	Business Leader who is or was a promoter or director of an unlisted company having minimum paid-up capital of Tk. 100.00 million or any listed company or a member of any national or international chamber of commerce or business association; or	N/A		
1.3 (b) (ii)	Corporate Leader who is or was a top level executive not lower than Chief Executive Officer or Managing Director or Deputy Managing Director or Chief Financial Officer or Head of Finance or Accounts or Company Secretary or Head of Internal Audit and Compliance or Head of Legal Service or a candidate with equivalent position of an unlisted company having minimum paid-up capital of Tk. 100.00 million or of a listed company; or Explanation: Top level executive includes Managing Director (MD) or Chief Executive Officer (CEO), Additional or Deputy Managing Director (AMD or DMD), Chief Operating Officer (COO), Chief Financial Officer (CFO), Company Secretary (CS), Head of Internal Audit and Compliance (HIAC), Head of Administration and Human Resources or equivalent positions and same level or ranked or salaried officials of the company.	N/A		
1.3 (b) (iii)	Former official of government or statutory or autonomous or regulatory body in the position not below 5th Grade of the national pay scale, who has at least educational background of bachelor degree in economics or commerce or business or Law; or	N/A		
1.3 (b) (iv)	University Teacher who has educational background in Economics or Commerce or Business Studies or Law; or	N/A		
1.3 (b) (v)	Professional who is or was an advocate practicing at least in the High Court Division of Bangladesh Supreme Court or a Chartered Accountant or Cost and Management Accountant or Chartered Financial Analyst or Chartered Certified Accountant or Certified Public Accountant or Chartered Management Accountant or Chartered Secretary or equivalent qualification;	N/A		
1.3 (c)	The independent director shall have at least 10 (ten) years of experiences in any field mentioned in clause (b);	N/A		
1.3 (d)	In special cases, the above qualifications or experiences may be relaxed subject to prior approval of the Commission.	N/A		
1.4	Duality of Chairperson of the Board of Directors and Managing Director or Chief Executive Officer.			
1.4 (a)	The positions of the Chairperson of the Board and the Managing Director (MD) and/or Chief Executive Officer (CEO) of the company shall be filled by different individuals;	✓		-
1.4 (b)	The Managing Director (MD) and/or Chief Executive Officer (CEO) of a listed company shall not hold the same position in another listed company;	✓		
1.4 (c)	The Chairperson of the Board shall be elected from among the non-executive directors of the company;			Chairman of the Board nominated by Govt.
1.4 (d)	The Board shall clearly define respective roles and responsibilities of the Chairperson and the Managing Director and/or Chief Executive Officer;	✓		
1.4 (e)	In the absence of the Chairperson of the Board, the remaining members may elect one of themselves from non-executive directors as Chairperson for that particular Board's meeting; the reason of absence of the regular Chairperson shall be duly recorded in the minutes.	✓		
1.5	Directors' Report to Shareholders			
1.5 (i)	An industry outlook and possible future developments in the industry;	✓		Stated in Annual Report
1.5 (ii)	The segment-wise or product-wise performance;			
1.5 (iii)	Risks and concerns including internal and external risk factors, threat to sustainability and negative impact on environment, if any;	✓		
1.5 (iv)	A discussion on Cost of Goods sold, Gross Profit Margin and Net Profit Margin, where applicable;	✓		
1.5 (v)	A discussion on continuity of any extraordinary activities and their implications (gain or loss);	✓		No such gain or loss
1.5 (vi)	A detailed discussion on related party transactions along with a statement showing amount, nature of related party, nature of transactions and basis of transactions of all related party transactions;	N/A		-
1.5 (vii)	A statement of utilization of proceeds raised through public issues, rights issues and/or any other instruments;	N/A		
1.5 (viii)	An explanation if the financial results deteriorate after the company goes for Initial Public Offering (IPO), Repeat Public Offering (RPO), Rights Share Offer, Direct Listing, etc;	N/A		
1.5 (ix)	An explanation on any significant variance that occurs between Quarterly Financial performances and Annual Financial Statements;	✓		

Condition No.	Title	Compliance Status (Put ✓ in the appropriate column)		Remarks (if any)
		Complied	Not Complied	
1.5 (x)	A statement of remuneration paid to the directors including independent directors;	N/A		
1.5 (xi)	A statement that the financial statements prepared by the management of the issuer company present fairly its state of affairs, the result of its operations, cash flows and changes in equity;	✓		
1.5 (xii)	A statement that proper books of account of the issuer company have been maintained;	✓		
1.5 (xiii)	A statement that appropriate accounting policies have been consistently applied in preparation of the financial statements and that the accounting estimates are based on reasonable and prudent judgment;	✓		
1.5 (xiv)	A statement that International Accounting Standards (IAS) or International Financial Reporting Standards (IFRS), as applicable in Bangladesh, have been followed in preparation of the financial statements and any departure there from has been adequately disclosed;	✓		
1.5 (xv)	A statement that the system of internal control is sound in design and has been effectively implemented and monitored;	✓		
1.5 (xvi)	A statement that minority shareholders have been protected from abusive actions by, or in the interest of, controlling shareholders acting either directly or indirectly and have effective means of redress;	N/A		
1.5 (xvii)	A statement that there is no significant doubt upon the issuer company's ability to continue as a going concern, if the issuer company is not considered to be a going concern, the fact along with reasons there of shall be disclosed;	N/A		
1.5 (xviii)	An explanation that significant deviations from the last year's operating results of the issuer company shall be highlighted and the reasons thereof shall be explained;	✓		
1.5 (xix)	A statement where key operating and financial data of at least preceding 5 (five) years shall be summarized;	✓		
1.5 (xx)	An explanation on the reasons if the issuer company has not declared dividend (cash or stock) for the year;	N/A		
1.5 (xxi)	Board's statement to the effect that no bonus share or stock dividend has been or shall be declared as interim dividend;	N/A		
1.5 (xxii)	The total number of Board meetings held during the year and attendance by each director;	✓		
1.5 (xxiii)(a)	Parent or Subsidiary or Associated Companies and other related parties (name-wise details);	✓		
1.5 (xxiii)(b)	Directors, Chief Executive Officer, Company Secretary, Chief Financial Officer, Head of Internal Audit and Compliance and their spouses and minor children (name-wise details);	✓		
1.5 (xxiii)(c)	Executives (top five salaried employees of the company other than stated in 1.5 (xxi) b);	✓		
1.5 (xxiii) (d)	Shareholders holding ten percent (10%) or more voting interest in the company (name-wise details); Explanation: For the purpose of this clause, the expression "executive" means top 5 (five) salaried employees of the company, other than the Directors, Chief Executive Officer, Company Secretary, Chief Financial Officer and Head of Internal Audit and Compliance.	N/A		
1.5 (xxiv)	In case of appointment/re-appointment of a Director the Company shall disclose the following information to the Shareholders:			
1.5 (xxiv) (a)	A brief resume of the Director;	✓		
1.5 (xxiv) (b)	Nature of his/her expertise in specific functional areas;	✓		
1.5 (xxiv) (c)	Names of companies in which the person also holds the directorship and the membership of committees of the Board.	✓		
1.5 (xxv) (a)	Accounting policies and estimation for preparation of financial statements;	✓		
1.5 (xxv) (b)	Changes in accounting policies and estimation, if any, clearly describing the effect on financial performance or results and financial position as well as cash flows in absolute figure for such changes;	✓		
1.5 (xxv) (c)	Comparative analysis (including effects of inflation) of financial performance or results and financial position as well as cash flows for current financial year with immediate preceding five years explaining reasons thereof;	✓		
1.5 (xxv) (d)	Compare such financial performance or results and financial position as well as cash flows with the peer industry scenario;	✓		
1.5 (xxv) (e)	Briefly explain the financial and economic scenario of the country and the globe;	✓		
1.5 (xxv) (f)	Risks and concerns issues related to the financial statements, explaining such risk and concerns mitigation plan of the company; and	✓		
1.5 (xxv) (g)	Future plan or projection or forecast for company's operation, performance and financial position, with justification thereof, i.e., actual position shall be explained to the shareholders in the next AGM;	✓		

Condition No.	Title	Compliance Status (Put ✓ in the appropriate column)		Remarks (if any)
		Complied	Not Complied	
1.5 (xxvi)	Declaration or certification by the CEO and the CFO to the Board as required under condition No. 3(3) shall be disclosed as per Annexure ; and			
1.5 (xxvii)	The report as well as certificate regarding compliance of conditions of this Code as required under condition No. 9 shall be disclosed as per Annexure-B and Annexure-C .			
1.6	Meetings of the Board of Directors: The company shall conduct its Board meetings and record the minutes of the meetings as well as keep required books and records in line with the provisions of the relevant Bangladesh Secretarial Standards (BSS) as adopted by the Institute of Chartered Secretaries of Bangladesh (ICSB) in so far as those standards are not inconsistent with any condition of this Code.	✓		
1.7	Code of Conduct for the Chairperson, other Board members and Chief Executive Officer:			
1.7 (a)	The Board shall lay down a code of conduct, based on the recommendation of the Nomination and Remuneration Committee (NRC) at condition No. 6, for the Chairperson of the Board, other board members and Chief Executive Officer of the company;	N/A		
1.7 (b)	The code of conduct as determined by the NRC shall be posted on the website of the company including, among others, prudent conduct and behavior; confidentiality; conflict of interest; compliance with laws, rules and regulations; prohibition of insider trading; relationship with environment, employees, customers and suppliers; and independency.	N/A		
2.0	Governance of Board of Directors of Subsidiary Company:			
2.(a)	Provisions relating to the composition of the Board of the holding company shall be made applicable to the composition of the Board of the subsidiary company;	✓		-
2.(b)	At least 1 (one) independent director on the Board of the holding company shall be a director on the Board of the subsidiary company;	N/A		-
2.(c)	The minutes of the Board meeting of the subsidiary company shall be placed for review at the following Board meeting of the holding company;	✓		
2.(d)	The minutes of the respective Board meeting of the holding company shall state that they have reviewed the affairs of the subsidiary company also;	✓		
2.(e)	The Audit Committee of the holding company shall also review the financial statements, in particular the investments made by the subsidiary company.	✓		
3.	Managing Director (MD) or Chief Executive Officer (CEO), Chief Financial Officer (CFO), Head of Internal Audit and Compliance (HIAC) and Company Secretary (CS).			
3 (1)	Appointment			
3 (1) (a)	The Board shall appoint a Managing Director (MD) or Chief Executive Officer (CEO), a Company Secretary (CS), a Chief Financial Officer (CFO) and a Head of Internal Audit and Compliance (HIAC);	✓		-
3 (1) (b)	The positions of the Managing Director (MD) or Chief Executive Officer (CEO), Company Secretary (CS), Chief Financial Officer (CFO) and Head of Internal Audit and Compliance (HIAC) shall be filled by different individuals;	✓		
3 (1) (c)	The MD or CEO, CS, CFO and HIAC of a listed company shall not hold any executive position in any other company at the same time;	✓		
3 (1) (d)	The Board shall clearly define respective roles, responsibilities and duties of the CFO, the HIAC and the CS;	✓		
3 (1) (e)	The MD or CEO, CS, CFO and HIAC shall not be removed from their position without approval of the Board as well as immediate dissemination to the Commission and stock exchange(s).	✓		
3 (2)	Requirement to attend Board of Directors' Meetings: The MD or CEO, CS, CFO and HIAC of the company shall attend the meetings of the Board: Provided that the CS, CFO and/or the HIAC shall not attend such part of a meeting of the Board which involves consideration of an agenda item relating to their personal matters.	✓		
3 (3)	Duties of Managing Director (MD) or Chief Executive Officer (CEO) and Chief Financial Officer (CFO)			
3 (3) (a)	The MD or CEO and CFO shall certify to the Board that they have reviewed financial statements for the year and that to the best of their knowledge and belief:	✓		
3(3) (a) (i)	These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading; and	✓		
3(3) (a) (ii)	These statements together present a true and fair view of the company's affairs and are in compliance with existing accounting standards and applicable laws;	✓		
3(3) (b)	The MD or CEO and CFO shall also certify that there are, to the best of knowledge and belief, no transactions entered into by the company during the year which are fraudulent, illegal or in violation of the code of conduct for the company's Board or its members;	✓		

Condition No.	Title	Compliance Status (Put ✓ in the appropriate column)		Remarks (if any)
		Complied	Not Complied	
3(3) (c)	The certification of the MD or CEO and CFO shall be disclosed in the Annual Report.	✓		
4	Board of Directors' Committee: For ensuring good governance in the company, the Board shall have at least following sub-committees:			
4(i)	Audit Committee; and	✓		-
4(ii)	Nomination and Remuneration Committee.	✓		
5	Audit Committee:			
5.(1)	Responsibility to the Board of Directors:			
5.(1) (a)	The company shall have an Audit Committee as a sub-committee of the Board;	✓		
5.(1) (b)	The Audit Committee shall assist the Board in ensuring that the financial statements reflect true and fair view of the state of affairs of the company and in ensuring a good monitoring system within the business;			
5.(1) (c)	The Audit Committee shall be responsible to the Board; the duties of the Audit Committee shall be clearly set forth in writing;	✓		
5.(2)	Constitution of the Audit Committee:			
5.(2) (a)	The Audit Committee shall be composed of at least 3 (three) members;	✓		
5.(2) (b)	The Board shall appoint members of the Audit Committee who shall be non-executive directors of the company excepting Chairperson of the Board and shall include at least 1 (one) independent director;			
5.(2) (c)	All members of the audit committee should be "financially literate" and at least 1 (one) member shall have accounting or related financial management background and 10 (ten) years of such experience; Explanation: The term "financially literate" means the ability to read and understand the financial statements like statement of financial position, statement of comprehensive income, statement of changes in equity and cash flows statement and a person will be considered to have accounting or related financial management expertise if he or she possesses professional qualification or Accounting or Finance graduate with at least 10 (ten) years of corporate management or professional experiences.	✓		
5.(2) (d)	When the term of service of any Committee member expires or there is any circumstance causing any Committee member to be unable to hold office before expiration of the term of service, thus making the number of the Committee members to be lower than the prescribed number of 3 (three) persons, the Board shall appoint the new Committee member to fill up the vacancy immediately or not later than 1 (one) month from the date of vacancy in the Committee to ensure continuity of the performance of work of the Audit Committee;	✓		
5.(2) (e)	The company secretary shall act as the secretary of the Committee;	✓		
5.(2) (f)	The quorum of the Audit Committee meeting shall not constitute without at least 1 (one) independent director.	N/A		
5.(3)	Chairperson of the Audit Committee:			
5.(3) (a)	The Board shall select 1 (one) member of the Audit Committee to be Chairperson of the Audit Committee, who shall be an independent director;	✓		-
5.(3) (b)	In the absence of the Chairperson of the Audit Committee, the remaining members may elect one of themselves as Chairperson for that particular meeting, in that case there shall be no problem of constituting a quorum as required under condition No. 5(4)(b) and the reason of absence of the regular Chairperson shall be duly recorded in the minutes.			
5.(3) (c)	Chairperson of the Audit Committee shall remain present in the Annual General Meeting (AGM); Provided that in absence of Chairperson of the Audit Committee, any other member from the Audit Committee shall be selected to be present in the annual general meeting (AGM) and reason for absence of the Chairperson of the Audit Committee shall be recorded in the minutes of the AGM.	✓		
5.(4)	Meeting of the Audit Committee			
5.(4) (a)	The Audit Committee shall conduct at least its four meetings in a financial year, Provided that any emergency meeting in addition to regular meeting may be convened at the request of any one of the members of the Committee;	✓		
5.(4) (b)	The quorum of the meeting of the Audit Committee shall be constituted in presence of either two members or two-third of the members of the Audit Committee, whichever is higher, where presence of an independent director is a must.	✓		
5.(5)	Role of Audit Committee (The Audit Committee shall):			
5.(5) (a)	Oversee the financial reporting process;	✓		
5.(5) (b)	Monitor choice of accounting policies and principles;	✓		

Condition No.	Title	Compliance Status (Put ✓ in the appropriate column)		Remarks (if any)
		Complied	Not Complied	
5.(5) (c)	Monitor Internal Audit and Compliance process to ensure that it is adequately resourced, including approval of the Internal Audit and Compliance Plan and review of the Internal Audit and Compliance Report;	✓		
5.(5) (d)	Oversee hiring and performance of external auditors;	✓		
5.(5) (e)	Hold meeting with the external or statutory auditors for review of the annual financial statements before submission to the Board for approval or adoption;	✓		
5.(5) (f)	Review along with the management, the annual financial statements before submission to the Board for approval;	✓		
5.(5) (g)	Review along with the management, the quarterly and half yearly financial statements before submission to the Board for approval;	✓		
5.(5) (h)	Review the adequacy of internal audit function;	✓		
5.(5) (i)	Review the Management's Discussion and Analysis before disclosing in the Annual Report;			
5.(5) (j)	Review statement of all related party transactions submitted by the management;	✓		
5.(5) (k)	Review Management Letters or Letter of Internal Control weakness issued by statutory auditors;			
5.(5) (l)	Oversee the determination of audit fees based on scope and magnitude, level of expertise deployed and time required for effective audit and evaluate the performance of external auditors; and	✓		
5.(5) (m)	Oversee whether the proceeds raised through Initial Public Offering (IPO) or Repeat Public Offering (RPO) or Rights Share Offer have been utilized as per the purposes stated in relevant offer document or prospectus approved by the Commission: Provided that the management shall disclose to the Audit Committee about the uses or applications of the proceeds by major category (capital expenditure, sales and marketing expenses, working capital, etc.), on a quarterly basis, as a part of their quarterly declaration of financial results: Provided further that on an annual basis, the company shall prepare a statement of the proceeds utilized for the purposes other than those stated in the offer document or prospectus for publication in the Annual Report along with the comments of the Audit Committee.	N/A		
5.(6) (a)	Reporting to the Board of Directors			
5.(6) (a)(i)	The Audit Committee shall report on its activities to the Board.	✓		
5.(6) (ii)	The Audit Committee shall immediately report to the Board on the following findings, if any:			
5.(6) (ii) (a)	Report on conflicts of interests;	✓		
5.(6) (ii) (b)	Suspected or presumed fraud or irregularity or material defect identified in the internal audit and compliance process or in the financial statements;	✓		
5.(6) (ii) (c)	Suspected infringement of laws, regulatory compliances including securities related laws, rules and regulations; and	✓		
5.(6) (ii) (d)	Any other matter which the Audit Committee deems necessary shall be disclosed to the Board immediately;	✓		
5.(6) (b)	Reporting to the Authorities: If the Audit Committee has reported to the Board about anything which has material impact on the financial condition and results of operation and has discussed with the Board and the management that any rectification is necessary and if the Audit Committee finds that such rectification has been unreasonably ignored, the Audit Committee shall report such finding to the Commission, upon reporting of such matters to the Board for three times or completion of a period of 6 (six) months from the date of first reporting to the Board, whichever is earlier.			
5 (7)	Reporting to the Shareholders and General Investors: Report on activities carried out by the Audit Committee, including any report made to the Board under condition No. 5(6)(a)(ii) above during the year, shall be signed by the Chairperson of the Audit Committee and disclosed in the annual report of the issuer company.	✓		
6	Nomination and Remuneration Committee (NRC):			
6 (1)	Responsibility to the Board of Directors:			
6 (1) (a)	The company shall have a Nomination and Remuneration Committee (NRC) as a sub-committee of the Board;	N/A		
6 (1) (b)	The NRC shall assist the Board in formulation of the nomination criteria or policy for determining qualifications, positive attributes, experiences and independence of directors and top level executive as well as a policy for formal process of considering remuneration of directors, top level executive;	N/A		
6 (1) (c)	The Terms of Reference (ToR) of the NRC shall be clearly set forth in writing covering the areas stated at the condition No. 6(5)(b).	N/A		

Condition No.	Title	Compliance Status (Put ✓ in the appropriate column)		Remarks (if any)
		Complied	Not Complied	
6 (2)	Constitution of the NRC:			
6 (2) (a)	The Committee shall comprise of at least three members including an independent director;	N/A		
6 (2) (b)	All members of the Committee shall be non-executive directors;	N/A		
6 (2) (c)	Members of the Committee shall be nominated and appointed by the Board;	N/A		
6 (2) (d)	The Board shall have authority to remove and appoint any member of the Committee;	N/A		
6 (2) (e)	In case of death, resignation, disqualification, or removal of any member of the Committee or in any other cases of vacancies, the board shall fill the vacancy within 180 (one hundred eighty) days of occurring such vacancy in the Committee;	N/A		
6 (2) (f)	The Chairperson of the Committee may appoint or co-opt any external expert and/or member(s) of staff to the Committee as advisor who shall be non-voting member, if the Chairperson feels that advice or suggestion from such external expert and/or member(s) of staff shall be required or valuable for the Committee;	N/A		
6 (2) (g)	The company secretary shall act as the secretary of the Committee;	N/A		
6 (2) (h)	The quorum of the NRC meeting shall not constitute without attendance of at least an independent director;	N/A		
6 (2) (i)	No member of the NRC shall receive, either directly or indirectly, any remuneration for any advisory or consultancy role or otherwise, other than Director's fees or honorarium from the company.	N/A		
6 (3)	Chairperson of the NRC			
6 (3) (a)	The Board shall select 1 (one) member of the NRC to be Chairperson of the Committee, who shall be an independent director;	N/A		
6 (3) (b)	In the absence of the Chairperson of the NRC, the remaining members may elect one of themselves as Chairperson for that particular meeting, the reason of absence of the regular Chairperson shall be duly recorded in the minutes;	N/A		
6 (3) (c)	The Chairperson of the NRC shall attend the annual general meeting (AGM) to answer the queries of the shareholders: Provided that in absence of Chairperson of the NRC, any other member from the NRC shall be selected to be present in the annual general meeting (AGM) for answering the shareholder's queries and reason for absence of the Chairperson of the NRC shall be recorded in the minutes of the AGM.	N/A		
6 (4)	Meeting of the NRC:			
6 (4) (a)	The NRC shall conduct at least one meeting in a financial year;	N/A		
6 (4) (b)	The Chairperson of the NRC may convene any emergency meeting upon request by any member of the NRC;	N/A		
6 (4) (c)	The quorum of the meeting of the NRC shall be constituted in presence of either two members or two third of the members of the Committee, whichever is higher, where presence of an independent director is must as required under condition No. 6(2)(h);	N/A		
6 (4) (d)	The proceedings of each meeting of the NRC shall duly be recorded in the minutes and such minutes shall be confirmed in the next meeting of the NRC.	N/A		
6 (5)	Role of the NRC:			
6 (5) (a)	NRC shall be independent and responsible or accountable to the Board and to the shareholders;	N/A		
6 (5) (b)	NRC shall oversee, among others, the following matters and make report with recommendation to the Board:			
6 (5) (b) (i)	Formulating the criteria for determining qualifications, positive attributes and independence of a director and recommend a policy to the Board, relating to the remuneration of the directors, top level executive, considering the following:			
6 (5) (b) (i) (a)	The level and composition of remuneration is reasonable and sufficient to attract, retain and motivate suitable directors to run the company successfully;	N/A		
6 (5) (b) (i) (b)	The relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and	N/A		
6 (5) (b) (i) (c)	Remuneration to directors, top level executive involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the company and its goals;	N/A		
6 (5) (b) (ii)	Devising a policy on Board's diversity taking into consideration age, gender, experience, ethnicity, educational background and nationality;	N/A		
6 (5) (b) (iii)	Identifying persons who are qualified to become directors and who may be appointed in top level executive position in accordance with the criteria laid down, and recommend their appointment and removal to the Board;	N/A		
6 (5) (b) (iv)	Formulating the criteria for evaluation of performance of independent directors and the Board;	N/A		
6 (5) (b) (v)	Identifying the company's needs for employees at different levels and determine their selection, transfer or replacement and promotion criteria; and			

Condition No.	Title	Compliance Status (Put ✓ in the appropriate column)		Remarks (if any)
		Complied	Not Complied	
6 (5) (b) (vi)	Developing, recommending and reviewing annually the company's human resources and training policies;			
7	External or Statutory Auditors:			
7 (1)	The issuer company shall not engage its external or statutory auditors to perform the following services of the company, namely:-	✓		
7 (1) (i)	Appraisal or valuation services or fairness opinions;	✓		
7 (1) (ii)	Financial information systems design and implementation;	✓		
7 (1) (iii)	Book-keeping or other services related to the accounting records or financial statements;	✓		
7 (1) (iv)	Broker-dealer services;	✓		
7 (1) (v)	Actuarial services;	✓		
7 (1) (vi)	Internal audit services or special audit services;	✓		
7 (1) (vii)	Any service that the Audit Committee determines;	✓		
7 (1) (viii)	Audit or certification services on compliance of corporate governance as required under condition No. 9(1); and	✓		
7 (1) (ix)	Any other service that creates conflict of interest.	✓		
7 (2)	No partner or employees of the external audit firms shall possess any share of the company they audit at least during the tenure of their audit assignment of that company; his or her family members also shall not hold any shares in the said company: Provided that spouse, son, daughter, father, mother, brother, sister, son-in-law and daughter-in-law shall be considered as family members.	✓		
7 (3)	Representative of external or statutory auditors shall remain present in the Shareholders' Meeting (Annual General Meeting or Extraordinary General Meeting) to answer the queries of the shareholders.			
8	Maintaining a website by the Company:			
8 (1)	The company shall have an official website linked with the website of the stock exchange.			
8 (2)	The company shall keep the website functional from the date of listing.	✓		
8 (3)	The company shall make available the detailed disclosures on its website as required under the listing regulations of the concerned stock exchange(s).			
9	Reporting and Compliance of Corporate Governance:			
9 (1)	The company shall obtain a certificate from a practicing Professional Accountant or Secretary (Chartered Accountant or Cost and Management Accountant or Chartered Secretary) other than its statutory auditors or audit firm on yearly basis regarding compliance of conditions of Corporate Governance Code of the Commission and shall such certificate shall be disclosed in the Annual Report. Explanation: "Chartered Accountant" means Chartered Accountant as defined in the Bangladesh Chartered Accountants Order, 1973 (President's Order No. 2 of 1973); "Cost and Management Accountant" means Cost and Management Accountant as defined in the Cost and Management Accountants Ordinance, 1977 (Ordinance No. LIII of 1977); "Chartered Secretary" means Chartered Secretary as defined in the, () (Chartered Secretaries Act, 2010).			
9 (2)	The professional who will provide the certificate on compliance of this Corporate Governance Code shall be appointed by the shareholders in the annual general meeting.			
9 (3)	The directors of the company shall state, in accordance with the Annexure-C attached, in the directors' report whether the company has complied with these conditions or not.			

Report on Human Resources



Report on Human Resources

1. Human Resource (HR)

It goes without saying that the most important resource of any institution, more so for a bank, is its human resource. Timely and efficient customer service is very important in present competitive banking industry. Employees of the bank play significant role in providing better customer service with personal care which eventually builds a strong and ever-lasting business relationship with the customers. Employees are one of the most valuable assets of BDBL, embodying its commitment to maximizing wealth of the bank.

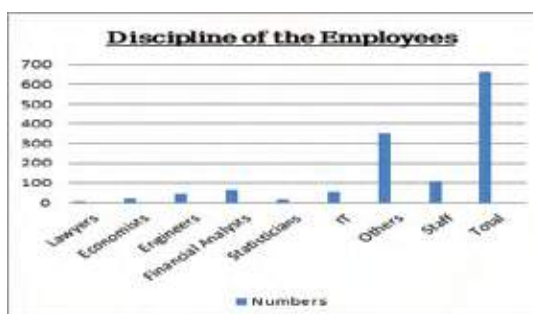
2. Employee Information

As on 31 December 2022, the BoD approved total manpower in BDBL is 1499. At present, total 659 employees are working against the approved manpower. 50 Branch, 6 Zonal Office, 31 Department, 11 Division, 1 Institute, 2 Subsidiary Company and 4 Office of the bank are being managed by existing manpower. Informational description of the employees is given below:

2.1 Discipline of the Employees

As on December 31, 2022, the total human resource was 659. Among these, officers working in different disciplines including staff position are mentioned below:

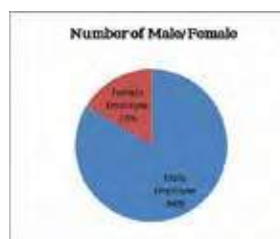
Discipline	Numbers
Lawyers	7
Economists	22
Engineers	43
Financial Analysts	61
Statisticians	16
IT	51
Others	351
Staff	108
Total	659



2.2 Male and Female Employees

It is worth mentioning here that, among total human resource of BDBL 108 was female employee as on December 31, 2022 which is about 16%, showing a healthy picture of woman participation in the corporate culture.

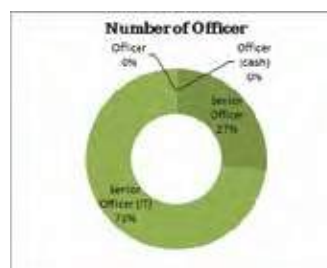
Number of Male/Female	Officer	Staff	Total
Male Employee	446	105	551
Female Employee	101	7	108
Total	547	112	659



2.3 Recruitment of Officer

The bank adopted comprehensive plans to employ, develop and retain its human resource based on the right level of skills and talent to meet current and future needs. In the year 2022, the bank appointed 11 officers in the following post:

Post	Numbers
Senior Officer	3
Senior Officer (IT)	8
Officer	0
Officer (cash)	0
Total	11



2.4 Promotion 2022

Promotion is the most effective way for reward and motivation as well as improvement of employee's skill and job satisfaction. In 2022, the bank gave promotion to 163 officers in different posts and grades shown below:

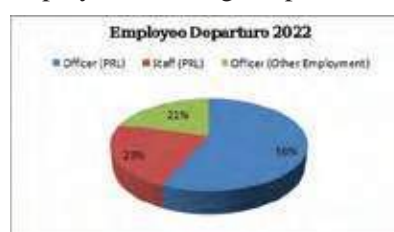
Post	Numbers
General Manager	2
Deputy General Manager	15
Deputy General Manager (PR)	0
Assistant General Manager	5
Senior Principal Officer	14
Principal Officer	105
Senior Officer	22
Total	163



2.5 Employee Departure 2022

In 2022, 30 officers and 12 staffs in different posts or grades went to Post Retirement Leave (PRL). Moreover, 11 officers in different posts leave their job for other employment during the period under review.

Post	Numbers
Officer (PRL)	30
Staff (PRL)	12
Officer (Other Employment)	11
Total	53



3. Health Facility

The physical and mental well-being of the employees are very important especially, the stressful effects of the performance driven culture in the Banking Sector. Effective counseling and proper treatment for employees plays pivotal role in this respect. To get the immediate treatment, the bank appointed two doctors on part time basis at two intervals in Head Office, Zonal and Branch Offices. Moreover, area-wise part time doctors will be also appointed by the bank for general treatment.

4. Leave Facility

In BDBL, all the employees are provided several types of leaves in accordance with the rule of Govt. and BB. As banking is a stressful and risky job, employees in this sector need refreshment which will increase their integrity, regularity, responsibility and ability to work successfully. In 2022, 186 employees availed recreation leave. Besides, the employees of BDBL has availed casual leave, sick leave, education leave, extraordinary leave, earned leave, ex-Bangladesh leave etc.

5. Day Care Centre

BDBL has its own Day Care Center in Head Office which is designed to provide childcare services for employees' children, allowing parents to have their children close by while they work. Having a daycare center at or near employees' workplace provides convenience and peace of mind, knowing that their children are nearby and well cared for. For BDBL, offering an office daycare center can be a valuable employee benefit that helps attract and retain top talent. It promotes work-life balance by supporting working parents and reducing stress related to childcare arrangements.

6. Pro-Women Work Environment

BDBL involves implementing policies and practices that promote gender equality, support the advancement of women and ensure a safe and inclusive workplace for all employees. BDBL ensures that women have equal access to job opportunities, promotions, and career development programs as well as has established transparent and merit-based processes for recruitment, performance evaluations, and promotions, without any gender bias. BDBL regularly assess the effectiveness of implemented initiatives, makes adjustments as needed, and fosters a culture where diversity and inclusion are celebrated.

7. Employees' Welfare

The BoD and Management of BDBL are always cordial in extending facilities relating to the needful welfare of the employees. Some of the areas of welfare as follow:

- Advance facility for house building;
- Executive car loan facility;
- Motorcycle/Bicycle loan and computer loan facility;
- Transport facility;
- Financial assistance for treatment;
- Educational stipend for the children of the employees;
- Financial assistance to the families of late and retired employees;
- Financial aid to the distressed families for cloths in religious festivals;
- Providing NOC for passport;
- Providing insurance coverage;
- Doctor facility at the time of office;
- Medicine aid at the time of office;
- Giving incentive every year;
- Suddhachar Award for integrity;
- Appreciation Letter for best employees;
- Providing Day Care Centre;
- Providing Harassmentless free-fair work environment;
- Ensuring pro-women work environment;
- All Govt. Leave facility (Including Maternity, Recreation, Education Leave);
- Ensuring equal opportunity for all;
- Providing performance based succession;
- Providing local and foreign training facility;
- Opportunity for higher education;
- Opportunity to seat Banking Professional Examination; and so on.

8. HR & Payroll Management System

BDBL introduced HR & Payroll Management System is a software application that helps to manage human resources and payroll processes. It integrates various functions related to employee management, attendance tracking, leave management, payroll processing and reporting. HR & Payroll Management System equipped with-

- **Employee Database Management:** The system allows BDBL to maintain a centralized employee database with relevant information such as personal details, employment history, job roles and contact information, etc.
- **Attendance and Leave Management:** It helps track employee attendance, leaves, and time-off requests. It can automatically calculate leave balances and allow employees to submit leave requests online.
- **Payroll Processing:** The system automates payroll calculations based on predefined salary structures, tax regulations and deductions. It can generate pay slips, manage bonuses, handle overtime calculations and process reimbursements.
- **Taxation and Compliance:** The system ensures compliance with tax regulations by automatically calculating taxes, generating tax forms, and keeping track of tax-related information such as employee tax deductions and employer contributions.
- **Performance Management:** It provides tools for managing employee performance, setting goals, conducting performance reviews and tracking progress. It can help identify top performers, provide feedback and support performance-related decisions.
- **Employee Self-Service:** The system typically includes a self-service portal where employees can access their personal information, view pay stubs, update contact details, and submit requests for leaves or reimbursements.
- **Reporting:** It offers reporting capabilities to generate various HR and payroll reports, such as employee attendance reports, payroll summaries, tax reports and employee performance metrics. These reports provide insights into HR and payroll data for decision-making purposes.

- Integration: The system may integrate with other systems such as time and attendance tracking devices, accounting software and third-party applications.

HR & Payroll Management System has increased efficiency, accuracy, and compliance in HR and payroll processes, reduced administrative burden, improved data security, enhanced employee self-service capabilities, and better decision-making through access to real-time HR and payroll information.

9. Development of Human Resource

- BDBL's success and competitiveness prevailing at the pinnacle of the banking sector of Bangladesh for it's believe that developed human resources can catch the falling star. BDBL considers following aspects to the development of human resources:
- Selection and Recruitment: Bangladesh Bank has established an effective selection processes to attract and hire talented individuals with the necessary skills and qualifications for various roles within the banks of Bangladesh and recommended to recruitment. After that BDBL implement recruitment procedures that focus on assessing candidates' competency, aptitude, cultural fitness, fitness of health, police verification and so on.
- Training and Development: By its own Training Institute along with BIBM, BBTA, etc, BDBL provides comprehensive training programs to enhance employees' knowledge, skills, and capabilities. This includes both technical training, such as banking regulations and software systems, as well as soft skills training, such as customer service, communication, and leadership development. In 2022, the institute has arranged various training programs in where 1749 participants/ employees were present.
- Performance Management: Establish a robust performance management system that sets clear goals, provides regular feedback, and evaluates employee performance. Use performance appraisals to identify areas of improvement, recognize achievements and align individual performance with the goals of BDBL.
- Career Development: BDBL has created a structured career development framework that enables employees to grow within the Bank. Provides opportunities for job rotations, promotions, and cross-functional experiences to broaden skill set and enhance career progression.
- Succession Planning: BDBL identifies high-potential employees and develop succession plans to ensure a smooth transition for key roles within the bank. This involves grooming employees for leadership positions and implementing strategies to retain top talent.
- Employee Engagement: BDBL has developed a positive work environment and culture that encourages employee engagement and satisfaction. Offer competitive compensation and benefits packages, recognize and reward employees' contributions and provide opportunities for work-life balance.
- Diversity and Inclusion: BDBL emphasizes diversity and inclusion in all aspects of the bank's operations. Encourage a diverse workforce and create an inclusive environment that values different perspectives and experiences. Implement diversity and inclusion training programs to promote understanding and reduce bias.
- Talent Analytics: BDBL works with leverage data and analytics to gain insights into workforce trends, identify skill gaps and make informed decisions about human resource planning and development strategies.
- Continuous Learning: BDBL promotes a culture of continuous learning and professional development. Encourage employees to participate in workshops, conferences and industry events to stay updated on the latest trends and best practices in the banking sector.
- Leadership Development: BDBL invests in developing effective leaders within the bank. Provide leadership training programs, coaching and mentoring opportunities to develop the necessary skills and competencies for leading teams and driving BDBL's success.