

THE BANGLADESH SHILPA BANK ORDER, 1972

PRESIDENT'S ORDER NO. 129 OF 1972

[31st October, 1972]

WHEREAS it is expedient to establish a Shilpa Bank to provide credit facilities and equity support to industrial concerns in Bangladesh and to provide for the vesting in that Bank of the undertakings of the Industrial Development Bank of Bangladesh and the Equity Participation Fund in Bangladesh and for matters connected therewith or incidental thereto;

NOW, THEREFORE, in pursuance of the Proclamation of Independence of Bangladesh, read with the Provisional Constitution of Bangladesh Order, 1972, and in exercise of all powers enabling him in that behalf, the President is pleased to make the following Order:-

1. (1) This Order may be called the Bangladesh Shilpa Bank Order, 1972.

(2) It extends to the whole of Bangladesh and also applies to the business of the Bank transacted outside Bangladesh.

(3) It shall come into force at once.

2. In this Order, unless there is anything repugnant in the subject or context,-

- (a) "Bank" means the Bangladesh Shilpa Bank established by this Order;
- (b) "Board" means the Board of Directors of the Bank;
- (c) "Chairman" means the Chairman of the Board;
- (d) "Company" means a company as defined in the Companies Act, 1913 (Act VII of 1913), and includes a body corporate established or incorporated under any other law for the time being in force;

- (e) “Development Bank” means the Industrial Development Bank of Bangladesh established under the Industrial Development Bank Ordinance, 1961 (Ord. No. XXXI of 1961), read with the Bangladesh (Industrial Development Bank) Order, 1971 (A. P. O. No. 4 of 1971), which, before the 30th day of December, 1971, was called the Industrial Development Bank of Pakistan;
- (f) “Director” means a Director of the Bank;
- (g) “District Judge” includes an Additional District Judge or a Subordinate Judge;
- (h) “equity security” means-
 - (i) any stock or transferable share, preferred or common, or similar security representing ownership,
 - (ii) any security carrying any warrant or right to purchase or subscribe for such security and any such warrant or right itself, and
 - (iii) such other security representing ownership as may be prescribed;
- (i) “fixed cost” means the cost of land, building and machinery of an industrial concern, including the cost of installation of machinery;
- (j) “Fund” means the Equity Participation Fund established under the Equity Participation Fund Ordinance, 1970 (Ord. 1 of 1970);
- (k) “Government” means the Government of the People's Republic of Bangladesh;
- (l) “industrial concern” means a concern engaged or to be engaged in such industry or business, or in the manufacture, preservation or processing of such goods, as the Government may, by notification in the *official Gazette*, specify from time to time, and includes a company;
- (m) “industrial concern in the private sector” means an industrial concern which is not an industrial concern in the public sector;

- (n) “industrial concern in the public sector” means an industrial concern at least fifty one *per cent* shares of which are held by the Government and includes any other industrial concern which the Government may, by notification in the *official Gazette*, declare to be an industrial concern in the public sector for the purpose of this Order;
- (o) “loan” includes guarantee or indemnity which the Bank may give on behalf of an industrial concern and any liability which the Bank may incur on behalf of an industrial concern;
- (p) “Managing Director” means the Managing Director of the Bank;
- (q) “prescribed” means prescribed by rules or regulations made under this Order; and
- (r) “underwriting” means contracting, with or without conditions, to purchase or subscribe for stocks, shares, bonds, debentures or other securities issued by any company with a view to holding, selling or distributing the whole or part thereof.

3. The provisions of this Order and any rules made thereunder shall have effect notwithstanding anything inconsistent therewith contained in any other law for the time being in force.

4. (1) On the commencement of this Order, there shall be established a Bank to be called the Bangladesh Shilpa Bank for the purposes of this Order.

(2) The Bank shall be a body corporate having perpetual succession and a common seal with power, subject to the provisions of this Order, to acquire, hold and dispose of property, both movable and immovable, and to contract, and shall by the said name sue and be sued.

(3) The Bank shall be deemed to be a banking company for the purposes of Banking Companies Ordinance, 1962 (Ord. LVII of 1962), and the ¹[Bangladesh Bank Order, 1972

¹ The words, comma, figures and brackets “Bangladesh Bank Order, 1972 (President’s Order No. 127 of 1972)” were substituted for the words, comma, figures, brackets and letters “State Bank Act, 1956 (Act XXXIII of 1956), read with the Bangladesh Bank Temporary Order, 1971 (A. P. O. No. 2 of 1971)” by section 2 and the Schedule of the Banks and Financial Institutions Laws Amendment Act, 1980 (Act No. IX of 1980).

(President's Order No. 127 of 1972)], and any other law for the time being in force relating to banking companies.

5. (1) The head office of the Bank shall be at Dhaka.

(2) The Bank may establish regional and other offices, branches and agencies at such places in or outside Bangladesh as the Board may think fit.

¹[6. (1) The authorised capital of the Bank shall be two thousand million taka divided into twenty lac shares of one thousand taka each, of which not less than fifty-one *per cent* shall be subscribed for by the Government and the remaining shares may be subscribed for by Bangladeshi nationals or by any financial institution, Bangladeshi or foreign.

(2) The authorised capital of the Bank may be increased by a resolution passed by a three-fourth majority of the shareholders in a general meeting.]

7. (1) Subject to rules made under this Order, the general direction and administration of the affairs and business of the Bank shall vest in a Board of Directors which may exercise all such powers and do all such acts and things as may be exercised or done by the Bank.

²[(2) Subject to the general policy guidelines as may be given by the Government from time to time, the Board, in discharging its functions, shall act on commercial and banking considerations with due regard to the interests of industry and commerce and to the public interest generally.]

(3) Until the first Board is appointed under Article 8, the Managing Director appointed under the said Article shall exercise all powers, do all acts and things as may be exercised or done by the Board.

¹ Article 6 was substituted by section 2 of the Bangladesh Shilpa Bank (Amendment) Act, 1987 (Act No. XVIII of 1987).

² Clause (2) was substituted by section 3 of the Bangladesh Shilpa Bank (Amendment) Act, 1987 (Act No. XVIII of 1987).

8. ¹[(1) The Board shall consist of a Managing Director and eight other Directors to be appointed by the Government:

Provided that when there are shareholders other than the Government, such shareholders shall elect, in such manner as may be prescribed, from amongst themselves-

- (a) one Director, when the number of shares subscribed for by them exceeds twelve per cent but does not exceed twenty-five per cent of the total shares;
- (b) two Directors, when the number of shares subscribed for by them exceeds twenty-five *per cent* but does not exceed thirty-five *per cent* of the total shares;
- (c) three Directors, when the number of shares subscribed for by them exceeds thirty-five *per cent* but does not exceed forty-five *per cent* of the total shares;
- (d) four Directors, when the number of shares subscribed for by them exceeds forty-five *per cent*.]

(2) No act or proceeding of the Board shall be invalid merely on the ground of existence of any vacancy in, or any defect in the constitution of, the Board.

²[9. (1) The Managing Director shall hold office for such period, not exceeding five years, and on such terms and conditions, as the Government may determine.

(2) An appointed Director shall hold office for such period, not exceeding three years, and on such terms and conditions, as the Government may determine.

(3) An elected Director shall hold office for a period of three years from the date of his election on such terms and conditions as the Board may determine.

(4) The Managing Director or any other Director shall be eligible for the re-appointment or re-election, as the case may be.

¹ Clause (1) was substituted by section 4 of the Bangladesh Shilpa Bank (Amendment) Act, 1987 (Act No. XVIII of 1987).

² Article 9 was substituted by section 5 of the Bangladesh Shilpa Bank (Amendment) Act, 1987 (Act No. XVIII of 1987).

(5) The Government may terminate the appointment of the Managing Director by giving him not less than three months' notice or paying him three months' pay in lieu thereof.

(6) The Government may terminate the appointment of any other appointed Director at any time without assigning any reason.

(7) The shareholders may, by a resolution passed in a general meeting, remove any elected Director from his office.

(8) The Managing Director or any other Director may, at any time, resign his office by a notice in writing addressed to the Board:

Provided that no resignation shall take effect until it has been accepted by the Government.

(9) The Government, in determining the terms and conditions on which the Managing Director or any other Director shall hold office, shall obtain the views of the shareholders, other than the Government, if any, in such manner as may be determined by it.]

10. (1) The Managing Director ¹[* * *] shall be the chief executive officer of the Bank.

(2) The ²[Chairman,] Managing Director and other Directors shall exercise such powers, perform such functions and discharge such duties as may be prescribed or assigned to them by the Board.

11. No person shall be or shall continue to be a Director who-

- (a) is or has at any time been convicted of an offence which, in the opinion of the Government, is an offence involving moral turpitude; or

¹ The words "who is the Chairman of the Board" were omitted by section 2 and the Schedule of the Banks and Financial Institutions Laws Amendment Act, 1980 (Act No. IX of 1980).

² The word and comma "Chairman," were inserted by section 2 and the Schedule of the Banks and Financial Institutions Laws Amendment Act, 1980 (Act No. IX of 1980).

- (b) is a minor; or
- (c) is found to be lunatic or of unsound mind;
- (d) is or at any time has been adjudicated an insolvent or has suspended payment or compounded with his creditors; or
- (e) absents himself from three consecutive meetings of the Board without leave of absence granted by the Chairman or, in the case of the Chairman, by the Government; or
- (f) has any financial or other interest in any industrial concern financed by the Bank which is likely to affect prejudicially his functions as a Director; or
- (g) is or becomes a salaried employee of any industrial concern financed by the Bank.

¹[11A. ²[(1) The Government shall appoint one of the Directors, other than the Managing Director, to be the Chairman of the Board and, in making such appointment, the Government shall ordinarily consult the Board.]

(2) Subject to his continuing to hold office as a Director, the Chairman shall hold office as Chairman for the term of his office as Director and shall be eligible for re-appointment.

(3) In the event of a casual vacancy in the office of the Chairman a successor shall be appointed by the Government from amongst the Directors for the unexpired term or for the period of absence, as the case may be, but the person so appointed shall not hold office beyond the date of expiry of the term of office of his predecessor.]

12. (1) The meetings of the Board shall be held at such times and at such places as may be prescribed by regulations:

Provided that a meeting may be otherwise convened by the Chairman when he so thinks fit.

¹ Article 11A was inserted by section 2 and the Schedule of the Banks and Financial Institutions Laws Amendment Act, 1980 (Act No. IX of 1980).

² Clause (1) was substituted by section 6 of the Bangladesh Shilpa Bank (Amendment) Act, 1987 (Act No. XVIII of 1987).

(2) To constitute a quorum at a meeting of the Board, the number of Directors present shall be ¹[four if the Board consists of nine Directors and three if the Board consists of less than nine Directors.]

(3) At a meeting of the Board each Director shall have one vote, and in the event of equality of votes, the Chairman shall have a second or casting vote.

(4) No Director shall vote on any matter in which he is directly or indirectly interested.

²[(5) If for any reason the Chairman is unable to be present at a meeting of the Board, a Director, other than the Managing Director, chosen by the Directors present shall preside over the meeting.]

13. The Board may appoint such committee or committees as it thinks fit to assist it in the efficient discharge of its functions.

14. All acts done by the Chairman or any other Director, acting in good faith, shall, notwithstanding any defect in his appointment or in the procedure, be valid.

³[**15.** (1) Every Director, officer or employee of the Bank shall be indemnified by the Bank against all losses and expenses incurred by him in the discharge of his duties except such as are caused by his own wilful act or default.

(2) No suit, prosecution or other legal proceedings shall lie against the Chairman, the Managing Director or any other Director or any officer or other employee of the Bank or any

¹ The words “four if the Board consists of nine Directors and three if the Board consists of less than nine Directors” were substituted for the words “three if the Board consists of five Directors and two if the Board consists of less than five Directors” by section 2 and the Schedule of the Financial Institutions Laws Amendment Ordinance, 1977 (Ordinance No. LXI of 1977).

² Clause (5) was substituted by section 7 of the Bangladesh Shilpa Bank (Amendment) Act, 1987 (Act No. XVIII of 1987).

³ Article 15 was substituted by section 8 of the Bangladesh Shilpa Bank (Amendment) Act, 1987 (Act No. XVIII of 1987).

other person authorised by the Bank to discharge any function under this Order for anything done or intended to be done in good faith under this Order.]

16. (1) The Bank may carry on and transact all kinds of banking business.

(2) Without prejudice to the generality of the foregoing provision, the Bank may, in particular, carry on and transact the following kinds of business, namely:-

- (i) advancing and lending of money, and opening of cash-credits for the specific purpose of assisting an industrial concern upon the security of-
 - (a) stocks, funds and securities in which a trustee is authorised to invest trust money by any law for the time being in force;
 - (b) debentures or other securities or money issued under the authority of any law for the time being in force or under the authority of the Government;
 - (c) goods and machinery which, or the documents of title to which, are deposited with, or assigned to, the Bank as security for such advances, loans or credits;
 - (d) debentures of companies with limited liability, subject to such directions as may be issued by the Board;
 - (e) shares of companies with limited liability with the prior approval of the Board;
 - (f) accepted bills of exchange and promissory notes endorsed by the payees and joint and several promissory notes to two or more persons or firms unconnected with each other in general partnership;
 - (g) immovable property or such documents of title relating to immovable property as have been deposited with, or assigned to, the Bank; and
 - (h) goods, including tea crops and raw or finished jute products, which are hypothecated to the Bank as security for such advances, loans or credits;

Provided that no security shall be necessary in the case of advances or loans guaranteed by the Government;

- (ii) guaranteeing loans, debts and credits raised or incurred by, or granted to, an industrial concern and repayable within a period not exceeding twenty years ¹[:

Provided that the Board may, where considered necessary, extend the period of repayment exceeding twenty years;]

- (iii) granting loans to, or subscribing to debentures of, industrial concerns, such loans or debentures being repayable within a period not exceeding twenty years from the date on which they are granted or subscribed to, as the case may be ²[:

Provided that the Board may, where considered necessary, extend the period of repayment exceeding twenty years;]

- (iv) selling and realisation of proceeds of sale of any promissory notes, debentures, stock receipts, bonds, annuities, stocks, shares, securities, goods or immovable properties which, or the documents relating to which, have been deposited with, or pledged, hypothecated, assigned or transferred to the bank as security for such advances, loans or credits, or which are held by the Bank or over which the Bank is entitled to any lien or charge in respect of any such advances, loans or credits or any debt or claim of the Bank, and which have not been redeemed in due time in accordance with the terms and conditions, if any, of such deposit, pledge, hypothecation, assignment or transfer;
- (v) investing of funds of the Bank upon any of the securities specified in paragraphs (a), (b), (d) and (e) of sub-clause (i) of clause (2) or in the units of a Unit Trust and converting the same into money when required, and transposing, altering and converting investment upon such securities or in such units for or into any other investment and selling and mortgaging any such securities or units;

¹ The colon (:) was substituted for the semi-colon (;) and thereafter the proviso was added by section 3 of the Bangladesh Shilpa Bank (Amendment) Ordinance, 1976 (Ordinance No. XXIII of 1976).

² The colon (:) was substituted for the semi-colon (;) and thereafter the proviso was added by section 3 of the Bangladesh Shilpa Bank (Amendment) Ordinance, 1976 (Ordinance No. XXIII of 1976).

- (vi) giving of call loans which are commonly known as inter-bank call loans to banks;
- (vii) receiving of deposits and keeping cash accounts:
¹[* * *]
- (viii) accepting charge of title-deeds, plate, jewels or other valuable goods;
- (ix) selling and realising of all property whether movable or immovable which may in any way come into possession of the bank in satisfaction or part satisfaction of any its claims, and the acquisition and holding of, and generally the dealing with, any right, title or interest in any property movable or immovable which is the security for any advance or loan made or guaranteed by the Bank connected with any such security;
- (x) transacting of pecuniary agency business on commission and the entering into contracts of indemnity, suretyship or guarantee with specific security or otherwise;
- (xi) underwriting the issue of stock, bonds or debentures by industrial concerns;
- (xii) receiving and recovering such commission as may be agreed upon in consideration of any guarantee or underwriting;
- (xiii) acquiring and retaining as part of its assets any stock, shares, bonds or debentures which it may have to take up in discharge of any liability incurred through underwriting any issue;
- (xiv) drawing, accepting, discounting, buying and selling of bills of exchange and other negotiable instruments;
- (xv) buying of bills of exchange payable outside Bangladesh;
- (xvi) issuing of letters of credit;
- (xvii) drawings of bills of exchange and the granting of letters of credit payable outside Bangladesh;

¹ The proviso was omitted by section 2 of the Bangladesh Shilpa Bank (Amendment) Ordinance, 1984 (Ordinance No. VI of 1984).

- (xviii) borrowing of money for the purpose of its business and giving of security for money so borrowed by pledging assets or otherwise;
- (xix) acquiring, maintaining and transferring its residential and business premises;
- (xx) taking over, running and selling of such industrial concerns as have failed to repay in full the loan taken from the Bank;
- (xxi) subscribing directly to the stock of any industrial concern;
- (xxii) subsidising from time to time of the provident or other funds created for the benefit of its employees;
- (xxiii) appointing of agents in or outside Bangladesh for transacting pecuniary business on commission;
- (xxiv) carrying out of survey and research of industries and maintaining statistics relating thereto;
- (xxv) administering as agent to the Government for such loans and in such manner as the Government may direct;
- (xxvi) converting of any loan into equity at the option of the Bank;
- (xxvii) extending of equity-support for supplementing the capital resources of industrial concerns in Bangladesh through outright purchase of equity;
- (xxviii) underwriting, managing and distributing the issue of stocks and shares of industrial concerns in Bangladesh either singly or in conjunction with other financial institutions;
- (xxix) facilitating investment by selling new share floatations of companies without underwriting obligations;
- (xxx) purchasing or otherwise acquiring, owning, selling, transferring and exchanging any tangible and intangible, movable or immovable property or any rights, title or interest in such property acquired for the conduct of its business;

- (xxxix) accepting and furnishing any lien, charge, hypothecation or mortgage of any tangible or intangible, movable or immovable property or assets in the conduct of its business;
- (xxxixii) selling of shares acquired or held by it through stock exchanges in Bangladesh or by private negotiations required for revolving its funds or for any other purpose;
- (xxxixiii) entering into agreements and contracts and executing such documents as may be considered necessary for the discharge of its functions;
- (xxxixiv) receiving and paying commissions, fees and brokerage in connection with its business;
- ¹[(xxxixv) appointing attorneys, lawyers, counsels, consultants and agents;]
- (xxxixvi) acquiring, retaining and disposing of assets of any type in satisfaction of its claims;
- (xxxixvii) doing of all such acts and things as may be incidental or subsidiary to transacting any of the aforesaid business, including foreign exchange business; and
- (xxxixviii) doing of such other acts and things in furtherance of the purposes of this Order as the Government may, from time to time, direct.

17. ²[(1) The business provided for in sub-clauses (i), (ii) and (iii) of clause (ii) of Article 16 may be transacted with any industrial concern, either in the public or in the private sector, but shall not be transacted with any industrial concern incorporated outside Bangladesh.]

³[(2) Short term advances and loans may be made, according to the need, for the purpose of working capital of any industrial concern financed by the Bank.]

¹ Sub-clause (xxxixv) was substituted by section 9 of the Bangladesh Shilpa Bank (Amendment) Act, 1987 (Act No. XVIII of 1987).

² Clause (1) was substituted by section 10 of The Bangladesh Shilpa Bank (Amendment) Act, 1987 (Act XVIII of 1987).

³ Clause (2) was substituted by section 2 of The Bangladesh Shilpa Bank (Amendment) Act, 1992 (Act No. 40 of 1992).

(3) No guarantee, loan or subscription provided for in sub-clauses (ii) and (iii) of clause (2) of Article 16 shall be made which is not secured by pledge, mortgage, hypothecation or assignment of any property, movable or immovable, to the extent determined by the Board or by a contract to mortgage, hypothecate or assign any property which may be acquired in future with or without financial assistance of the Bank.

18. [Omitted by section 11 of the Bangladesh Shilpa Bank (Amendment) Act, 1987 (Act No. XVIII of 1987).]

19. (1) The Bank shall not undertake or transact any kind of business other than those authorised by or under this Order and, in particular, it shall not discount or buy, or advance, lend or open cash-credit on the security of, any negotiable instrument of any individual or partnership firm which does not carry on it the several responsibilities of at least two persons or firms not connected with each other in general partnership.

(2) Notwithstanding anything contained in clause (1), the Bank may grant advances or loans or make *ex gratia* payments¹[* * *] to its officers and staff for the purpose of providing amenities and facilities for their betterment.

20. On the commencement of this Order, the entire undertakings of the Development Bank and the Fund shall be transferred to, and shall vest in, the Bank.

21. (1) The undertaking of the Development Bank or the Fund shall be deemed to include all assets, rights, powers, authorities and privileges and all property, movable and immovable, cash balances, reserve funds, investments and all other rights and interests in, or arising out of, such property as were immediately before the commencement of this Order in the ownership, possession, power or control of the Development Bank or the Fund in relation to the undertaking within the territory of Bangladesh or in relation to the business of such undertaking outside Bangladesh, and all books of accounts, registers, records and all other documents of whatever nature relating thereto and shall, unless the Government

¹ The words “with prior approval of the Government” were omitted by section 12 of the Bangladesh Shilpa Bank (Amendment) Act, 1987 (Act No. XVIII of 1987).

otherwise directs, also be deemed to include all borrowings, liabilities and obligations of whatever kind then subsisting of the Development Bank or the Fund in relation to such undertaking in the territory of Bangladesh.

Explanation - The assets of the Development Bank or the Fund shall be deemed to include any sum payable by or in respect of any industrial concern or person in Bangladesh on account of any financial assistance taken by or for it or him from any office of the Development Bank or the Fund in or outside Bangladesh.

(2) If, according to the laws of any country outside Bangladesh, the provisions of this Order by themselves are not effective to transfer or vest any asset situated in that country which form part of the undertaking of the Development Bank or the Fund to, or in, the Bank, the affairs of the Development Bank or the Fund in relation to such asset shall, on and from the commencement of this Order, stand entrusted to the chief executive officer for the time being of the Bank, and the chief executive officer may exercise all such powers and do all such acts and things as may be exercised or done by the Development Bank or the Fund for the purpose of effectively transferring such asset.

(3) The chief executive officer of the Bank shall, in exercise of the power conferred on him by clause (2), take all such steps as may be required by the laws of any such country outside Bangladesh for the purpose of effecting such transfer or vesting, and may, either himself or through any person authorised by him in this behalf, realise any asset of the Development Bank or the Fund.

(4) Unless otherwise expressly provided by this Order and unless the Government otherwise directs, all contracts, deeds, bonds, agreements, powers of attorney, grants of legal representation and other instruments of whatever nature subsisting or having effect immediately before the commencement of this Order and to which the Development Bank or the Fund is a party or which are in favour of the Development Bank or the Fund shall, in so far as they relate to the undertaking of the Development Bank or the Fund which

has vested in the Bank under Article 20, be of as full force and effect against or in favour of the Bank, and may be enforced or acted upon as fully and effectually as if in the place of the Development Bank or the Fund the Bank had been a party thereto or as if they had been issued in favour of the Bank.

(5) Subject to the other provisions of this Order and unless the Government otherwise directs, any suit, appeal or other proceeding of whatever nature pending on the date of commencement of this Order by or against the Development Bank or the Fund in relation to its undertaking which has vested in the Bank under Article 20 shall be deemed to be suit, appeal or other proceeding pending by or against the Bank, and may be continued or prosecuted and enforced by or against the Bank.

22. (1) The Bank may ¹[, subject to other provisions of this Article,] appoint or employ such persons as it considers necessary for the efficient performance of its function on such terms and conditions as it may determine.

(2) Every officer or other employee of the Development Bank and the Fund in Bangladesh shall become, on the commencement of this Order, an officer or other employee, as the case may be, of the Bank and shall hold his office or service in the Bank on the same terms and conditions and with the same rights and privileges as to provident fund, gratuity, pension and other matters as were enjoyed by him immediately before such commencement and shall continue to do so unless and until his employment in the Bank is terminated or until his remuneration or terms and conditions are duly altered by the Bank:

Provided that an officer or other employee may, within such time as may be specified by the Bank, exercise his option not to continue in the service of the Bank:

Provided further that the Government may alter the terms and conditions of service of an officer or employee if such alteration is considered necessary for the sake of uniformity and in the interest of equity in service.

¹ The commas and words “, subject to other provisions of this Article,” were inserted by section 2 and the Schedule of the Financial Institutes Laws Amendment Ordinance, 1977 (Ordinance No. LXI of 1977).

(3) Notwithstanding anything contained in any terms and conditions of service or in any award, settlement or agreement for the time being in force, the Bank may, with the prior approval of the Government, alter the remuneration (whether by way of reduction or otherwise) and other terms and conditions of service of any officer or other employee of the Bank, and if such alteration is not acceptable to an officer or other employee, the Bank may terminate his employment by giving him compensation equivalent to three months' remuneration in case of a permanent officer or employee and one month's remuneration in case of temporary officer or employee.

Explanation - The compensation to an officer or other employee under clause (3) shall be in addition to any pension, gratuity or other benefit to which the officer or other employee may be entitled under the terms and conditions of his service.

(4) If any question arises as to whether any person was an officer or other employee of the Development Bank or the Fund or not immediately before the commencement of this Order, the question shall be referred to the Government whose decision shall be final and binding on the parties.

(5) The transfer of service of any officer or other employee from the Development Bank or the Fund to the Bank shall not entitle any such officer or other employee to any compensation, other than the compensation mentioned in clause (3), and no such claim shall be entertained by any Court, tribunal or other authority.

(6) [*Clause (6) was omitted by section 13 of the Bangladesh Shilpa Bank (Amendment) Act, 1987 (Act No. XVIII of 1987).*]

23. (1) Where any property has vested in the Bank under Article 20, every person, in whose possession and custody or under whose control the property may be, shall deliver the property to the Bank forthwith.

(2) Any person who, on the commencement of this Order, has in his possession or custody or under his control any books, documents or other papers relating to any undertaking which has vested in the Bank under Article 20 shall deliver them to the Bank or to such person as the Bank may direct.

(3) The Bank may take all necessary steps for securing possession of all properties which have vested in the Bank under Article 20.

24. The Government shall give compensation to the Development Bank and the Fund for such of their undertakings transferred to the Bank under Article 20 as have not already vested in the Government by or under any law, and such compensation shall be determined and distributed among the share-holders of the Development Bank and the Fund in such manner as may be prescribed by rules made under this Order:

Provided that the total compensation payable to the Development Bank or the Fund under this Article shall not exceed the total paid up value of the shares held by the share-holders in Bangladesh among whom such compensation is to be distributed.

25. The Bank shall, by such date in each year as may be prescribed, submit to the Government for approval a statement to be called the annual budget statement, in the prescribed form for every financial year showing the estimated receipts and expenditure during that financial year.

¹[**26.** (1) The Bank may issue and sell bonds and debentures carrying interest at such rates as the Board may determine.

(2) Notwithstanding anything contained in the Foreign Exchange Regulation Act, 1947 (VII of 1947), or in any other law for the time being in force, the Bank may, for the purpose of granting loans and advances to industrial concerns in foreign currency, borrow such currency from the Government or from any bank or other financial institution in Bangladesh or from any foreign Government or foreign bank or other financial institution, and may pledge, mortgage, hypothecate or assign to such Government, bank or financial institution all or any part of the security taken by the Bank for the loans granted in foreign currency.

¹ Article 26 was substituted by section 14 of the Bangladesh Shilpa Bank (Amendment) Act, 1987 (Act No. XVIII of 1987).

(3) The Government may, if it considers it expedient, guarantee the repayment of principal amount and payment of interest in respect of the bonds and debentures issued, and the borrowing made, by the Bank under this Article on such terms and conditions as may be agreed upon between the Government and the Bank.]

27. (1) For the purpose of transacting any business under this Order with any industrial concern, the Bank may impose such conditions as it may consider necessary or expedient for protecting its interest and securing that its guarantee, under-writing, loan, subscription or other aid is put to such use by the industrial concern as the Bank has agreed to.

(2) Any condition imposed on an industrial concern under clause (1) shall be valid and shall be enforceable against such concern.

28. ¹[(1)] All loans granted to an industrial concern in foreign currency shall be repaid in accordance with such terms and conditions as may be determined by the Board, either-

(a) in the currency in which they were granted; or

²[(b) in Bangladesh currency at the rate of exchange prevailing on the date of payment or at such other rate as the Government may, by order, determine from time to time in this behalf.]

³[(2) Any loss incurred by, or profit accrued to, the Bank in connection with any foreign currency borrowed by it under clause (2) of Article 26 due to any fluctuation in any exchange rate shall be on the account of the recipient from the Bank of the foreign currency borrowed by it.

¹ Article 28 was re-numbered as clause (1) by section 15 of the Bangladesh Shilpa Bank (Amendment) Act, 1987 (Act No. XVIII of 1987).

² Clause (b) was substituted by section 2 of the Bangladesh Shilpa Bank (Amendment) Ordinance, 1983 (Ordinance No. XLIX of 1983).

³ Clauses (2) and (3) were added by section 15 of the Bangladesh Shilpa Bank (Amendment) Act, 1987 (Act No. XVIII of 1987).

(3) The Bank may adopt an insurance policy to cover the risk of loss due to fluctuation in the exchange rate of the foreign currency borrowed by it under clause (2) of Article 26 and the recipient from the Bank of such foreign currency shall pay such premium for the insurance policy as the Bank may determine.]

29. (1) The Bank shall maintain proper accounts and prepare annual statement of accounts, including the profit and loss account and balance-sheet, and shall comply in respect of such accounts with such general directions as may be issued by the Government from time to time.

¹[(2) The accounts of the Bank shall be audited by not less than two auditors who shall be chartered accountants within the meaning of the Bangladesh Chartered Accountants Order, 1973 (P. O. No. 2 of 1973), and who shall be appointed by the Bank with the prior approval of the shareholders in the annual general meeting:

Provided that the Government may, if it deems it expedient, appoint special auditors for undertaking special audit of the accounts of the Bank.]

(3) Every auditor appointed under clause (2) shall be given a copy of the annual balance-sheet and other accounts of the Bank and shall examine it, together with the accounts and vouchers relating thereto, and shall have a list delivered to him of all books kept by the Bank, and shall at all reasonable times have access to the books, accounts and other documents of the Bank, and may, in relation to such accounts, examine any Director or officer of the Bank.

(4) The auditors shall report to the ²[shareholders] upon the annual balance-sheet and accounts, and in their report they shall state whether, in their opinion the balance-sheet contains all necessary particulars and is properly drawn up so as to exhibit a true and correct view of the state of affairs of the Bank and, in case they have called for any explanation or information from the Board, whether it has been given and whether it is satisfactory.

¹ Clause (2) was substituted by section 16 of the Bangladesh Shilpa Bank (Amendment) Act, 1987 (Act No. XVIII of 1987).

² The word “shareholders” was substituted for the word “Government” by section 16 of the Bangladesh Shilpa Bank (Amendment) Act, 1987 (Act No. XVIII of 1987).

(5) The Government may, at any time, issue directions to the auditors requiring them to report to it upon the adequacy of measures taken by the Bank for the protection of the interest of the ¹[shareholders] and of the creditors of the Bank or upon the sufficiency of the procedure in auditing the affairs of the Bank, and may, at any time, enlarge or extend the scope of the audit or direct that different procedure in audit shall be adopted or that any other examination shall be made by the auditors or any other person or persons if, in its opinion, the interest of the ²[shareholders] so requires.

30. (1) The Bank shall furnish to the Government such returns, reports and statements as the Government may from time to time require.

(2) The Bank shall, as soon as possible after the end of every financial year, furnish to the Government a statement of accounts audited by the auditors under Article 29 together with an annual report on the working of the Bank during the year.

(3) The copies of the audited accounts and annual report received by the Government under clause (2) shall be published in the *official Gazette* and shall be laid before the Parliament.

31. (1) The Bank shall establish a reserve fund to which shall be credited such amount out of its net annual profits as the Board may determine.

(2) After deducting the amount under clause (1) and making provisions for bad and doubtful debts, depreciation of assets and such other matters as are usually provided for by bankers or are considered expedient in the interest of the Bank, any surplus remaining thereafter shall be ³[declared as dividends].

¹ The word “shareholders” was substituted for the word “Government” by section 16 of the Bangladesh Shilpa Bank (Amendment) Act, 1987 (Act No. XVIII of 1987).

² The word “shareholders” was substituted for the word “Government” by section 16 of the Bangladesh Shilpa Bank (Amendment) Act, 1987 (Act No. XVIII of 1987).

³ The words “declared as dividends” were substituted for the words “paid to the Government” by section 17 of the Bangladesh Shilpa Bank (Amendment) Act, 1987 (Act No. XVIII of 1987).

¹[31A. The Bank may establish a fund to be called the Special Assistance Fund for providing concessional loans and advances to persons dealing with inventions and innovations in such sector as the Bank may decide in this behalf.]

32. Notwithstanding any agreement to the contrary, the Bank may, by notice, require any industrial concern to which it has granted any loan or any person who is liable for payment of such loan forthwith to repay the loan in full, if-

- (a) it appears to the Bank that information, false or misleading in any material particular, has been given in the application for the loan; or
- (b) the industrial concern has failed to comply with the terms of any agreement with the Bank in the matter of the loan; or
- (c) there is a reasonable apprehension that the industrial concern is unable to pay its debts or may go into liquidation; or
- (d) the property pledged, mortgaged, hypothecated or assigned to the Bank as security for the loan, is not insured or kept insured by the industrial concern to the satisfaction of the Bank or has, in the opinion of the Bank, depreciated in value by more than twenty *per cent* and further security to the satisfaction of the Bank is not given; or
- (e) without the permission of the Bank, machinery or other equipment or any asset is removed from the premises of the industrial concern without being replaced; or
- (f) without permission of the Bank, any property of the industrial concern is sold, transferred, exchanged or alienated in any manner; or
- (g) without prior approval of the Bank in writing, the management of the industrial concern has been changed or altered; or

¹ Article 31A was inserted by section 18 of the Bangladesh Shilpa Bank (Amendment) Act, 1987 (Act No. XVIII of 1987).

- (h) without any satisfactory reason, the industrial concern or the person responsible for payment of the loans has failed to attend or reply to the enquiries made by the Bank or failed to supply the papers or documents asked for by the Bank; or
- (i) for any other reason, it is necessary, in the opinion of the Bank, to protect the interest of the Bank or of the industrial concern.

¹[32A. (1) The annual ordinary general meeting of the shareholders shall be held in the month of November each year.

(2) A general meeting may be convened by the Board at any other time and shall be convened by it on the request, in writing, of the shareholders representing not less than thirty *per cent* of the total number of shares subscribed.

(3) Subject to rules or regulations made under this Order, all decisions at a general meeting shall be taken by the votes of the majority of the shareholders exercised either personally or by proxy.

(4) Each shareholder shall have such numbers of votes as are equal of the numbers of shares subscribed by him.

(5) A general meeting shall have the right to decide on any matter not expressly provided for in, and not in violation of any provision of, this Order.]

33. (1) Where the Bank becomes entitled to require the immediate payment of any loan before the due date under Article 32 or by reason of the breach of any condition of any agreement between the Bank and an industrial concern to which the loan has been granted or any person liable for payment of that loan, or where an industrial concern to which any loan has been granted or any person liable for payment of that loan fails to repay the loan by the due date or in compliance with the notice under Article 32, an officer of the Bank, generally or specially authorised by the Board in this behalf, may apply to

¹ Article 32A was inserted by section 19 of the Bangladesh Shilpa Bank (Amendment) Act, 1987 (Act No. XVIII of 1987).

the District Judge within the local limits of whose jurisdiction the industrial concern carries on the whole or a substantial part of its business, or the office or Branch of the Bank from which the loan was disbursed is situated, for one or more of the following relieves, namely:-

- (a) an order for the sale of the property pledged, mortgaged, hypothecated or assigned to the Bank as security for the loan or any other property of the industrial concern or of any person liable for payment of the loan or for payment of any other sum relating thereto; or
- (b) transfer of the management and administration, including the authority to operate the Bank accounts, of the industrial concern to the Bank or to a person specified by the Bank; or
- (c) an order for injunction *ad-interim* where there is apprehension that the machinery or equipment or other assets may be removed from the premises of the industrial concern without the permission of the Bank or the properties of any other person who is liable for payment of the loan or any other sum relating thereto may be transferred, removed or destroyed; or
- (d) an order for payment of the loan or any other sum relating thereto.

(2) An application under clause (1) shall state the nature and extent of the liability of the industrial concern to the Bank, the ground on which it is made and such other particulars as the Bank may consider necessary.

(3) When the application is for the relief mentioned in sub-clause (a) or sub-clause (c) of clause (1), the District Judge shall pass an order *ad-interim* attaching the property referred to in sub-clause (a) as aforesaid or such other property of the industrial concern or of the persons liable for payment of the loan or of both as is likely in his estimation to fetch, on being sold, an amount equivalent to the outstanding liability of the industrial concern to the Bank, together with the costs of the proceedings taken under this Article, with or without an order of injunction *ad-interim* restraining the industrial concern from transferring or removing any machinery or equipment or any other assets without the consent of the Bank or restraining the persons from transferring, removing or destroying the same.

(4) Where the application is for the relief mentioned in sub-clause (b) of clause (1), the District Judge shall pass an order for injunction *ad-interim* restraining the industrial concern from transferring or removing its machinery, equipment or any other assets and shall issue a notice calling upon the industrial concern to show cause on a date to be specified in the notice why the management and administration, including the authority to operate the bank accounts, of the industrial concern should not be transferred to the Bank or to a person specified by the Bank.

(5) Where the application is for the relief mentioned in sub-clause (d) of clause (1), the District Judge shall issue a notice calling upon the industrial concern or the person who is liable to make the payment to show cause on a date to be specified in the notice why an order for payment of the loan or any other sum relating thereto shall not be passed.

(6) Before passing any order under clause (3), (4) or (5), the District Judge may, if he thinks fit, examine the person making the application.

(7) At the time of passing an order under clause (3), the District Judge shall issue to the industrial concern or to the person liable for payment of the loan or any other sum relating thereto a notice accompanied by a copy of the Order, the application and evidence, if any, recorded by him calling upon it or him to show cause on a date to be specified in the notice why the order of attachment *ad-interim* should not be made absolute or the injunction be not confirmed.

(8) If no cause is shown on or before the date specified in the notice under clause (4) or (7), the District Judge shall forthwith make the order *ad-interim* absolute and direct the sale of the attached property or transfer the management and administration, including the authority to operate the bank accounts, of the industrial concern to the Bank or to the person specified by the Bank or confirm the injunction.

(9) If no cause is shown on or before the date specified in the notice under clause (5), the District Judge shall pass an order for payment of the loan or any other sum relating thereto.

(10) If cause is shown, the District Judge shall proceed to investigate into the claim of the Bank and the provisions of the Code of Civil Procedure, 1908 (Act V of 1908), shall, as far as practicable, apply to such proceedings.

(11) On completion of the investigation under clause (10), the District Judge shall pass an order-

- (a) confirming the order of attachment or directing the sale of the attached property; or
- (b) varying the order of attachment so as to release a portion of the property from attachment and directing the sale of the remainder of the attached property; or
- (c) releasing the property from attachment, if he is satisfied that it is not necessary in the interests of the Bank to retain it under attachment; or
- (d) confirming or vacating the injunction; or
- (e) transferring or refusing to transfer the management and administration, including the authority to operate the Bank accounts, of the industrial concern to the Bank or to the person specified by the Bank; or
- (f) directing the payment of the loan or any other sum relating thereto:

Provided that when making any order under sub-clause (c), the District Judge may make such further orders as he thinks necessary to protect the interests of the Bank and may also allow the cost of the proceedings:

Provided further that unless the Bank intimates to the District Judge that it will not appeal against any order releasing any property from attachment, such order shall not be executed until the expiry of the period mentioned in clause (13), or if an appeal is preferred, unless the ¹[High Court Division] otherwise directs, until the appeal is disposed of.

¹ The words "High Court Division" were substituted for the words "High Court" by section 2 and the Schedule of the Banks and Financial Institutions Laws Amendment Act, 1980 (Act No. IX of 1980).

(12) An order, under this Article for the attachment or sale of property or payment of the loan or any other sum relating thereto shall be carried into effect as far as may be in the manner provided in the Code of Civil Procedure, 1908 (Act V of 1908), for the attachment or sale of property in execution of a decree or for the execution of a decree as if the Bank were the decree-holder.

(13) Any party aggrieved by an order made under clause (8), (9) or (11) may, within thirty days from the date of the order, appeal to the ¹[High Court Division], and upon such appeal, the ²[High Court Division] may, after hearing the parties, pass such orders as it thinks proper.

34. (1) Where any industrial concern which is under a liability to the Bank under an agreement makes any default in payment or otherwise fails to comply with the terms of its agreement with the Bank, the Bank may, notwithstanding anything contained in Article 33, take over the management and administration of the industrial concern, and may sell or realise any property pledged, mortgaged, hypothecated or assigned by the industrial concern to secure its liability to the Bank.

(2) Any transfer of property made by the Bank in exercise of its powers of sale or realisation under clause (1) shall vest in the transferee all rights in or to the property transferred as if the sale had been made by the owner of the property, and such transfer shall be final and binding on all the parties.

(3) The Bank shall have the same rights and powers with respect to goods manufactured or produced wholly or partly from goods forming part of any security held by it as it has with respect to the original goods.

¹ The words “High Court Division” were substituted for the words “High Court” by section 2 and the Schedule of the Banks and Financial Institutions Laws Amendment Act, 1980 (Act No. IX of 1980).

² The words “High Court Division” were substituted for the words “High Court” by section 2 and the Schedule of the Banks and Financial Institutions Laws Amendment Act, 1980 (Act No. IX of 1980).

(4) Where the Bank takes over the management and administration of an industrial concern under clause (1), it shall be deemed to be the owner of such concern for the purposes of suit by or against such concern, and shall sue and be sued in the name of the said concern.

¹[(5) Where the Bank takes over the management and administration of an industrial concern under clause (1) or transfers any property in exercise of its powers of sale or realisation under that clause, such taking over or transfer shall not be called in question in or before any Court, and no Court shall-

- (a) entertain any suit, application or other legal proceeding-
 - (i) for a declaration that such taking over or transfer is illegal, ineffective or void, or
 - (ii) for setting aside or annulling any order or decision of the Bank relating to such taking over or transfer, or
 - (iii) for an order of injunction or any other order prohibiting or restraining the Bank or any of its officers from such taking over or transfer; or
- (b) issue, make or pass any order of *ad-interim* or temporary injunction or any other Order prohibiting or restraining the Bank or any of its officers from such taking over or transfer.

(6) Where any certificate is issued by the Bank to the effect that it has taken over the management and administration of an industrial concern or transferred any property under clause (1), such certificate shall be conclusive evidence of the fact that the management and administration of such industrial concern has been taken over or such property transferred under that clause.]

35. (1) Without prejudice to the provisions of Articles 33 and 34, all sum due to the Bank shall be recoverable as arrears of land revenue:

¹ Clauses (5) and (6) were inserted by section 2 of the Bangladesh Shilpa Bank (Third Amendment) Ordinance, 1984 (Ordinance No. LXVI of 1984).

Provided that no sum shall be so recovered unless fifteen days' notice has first been given by the Bank to the debtor or any other person liable to pay the sum that the sum will be so recovered:

Provided further that in so giving notice, the Bank shall inform the debtor or any other person liable to pay the sum that he may pay by such installments as may be fixed in the notice and that upon his so paying every installment on or before the due date the recovery will be suspended but that it will otherwise proceed as to the entire sum outstanding in case of any default in any installment including the first.

(2) In the application of the Public Demands Recovery Act, 1913 (Ben. Act III of 1913), for the purpose of recovery of the dues of the Bank, the provisions of section 10A of the said Act shall apply, but the provisions of sections 7, 9, 10 and 13 thereof shall not apply, and the certificate issued under section 6 of the said Act shall be conclusive proof that the amount specified therein is due to the Bank.

36. The Board may, for the purpose of ensuring efficient functioning of the Bank and facilitating transaction of its daily business, by a resolution, delegate to the ¹[Chairman, Managing Director] or any other Director or any officer of the Bank, subject to such conditions and limitations, if any, as may be specified therein, such of its powers and duties under this Order as it may deem necessary.

²[**36A.** The Board may, for the purpose of signing any loan agreement with any foreign loan giving agency or any paper connected therewith outside Bangladesh, by a resolution, delegate to the head of the Bangladesh Consulate or Mission or any officer of the Bangladesh Consulate or Mission posted in that country, subject to such conditions and limitations, if any, as may be specified therein, such of its powers under this Order as it may deem necessary.]

¹ The words and comma "Chairman, Managing Director" were substituted for the words "Managing Director" by section 2 and the Schedule of the Banks and Financial Institutions Laws Amendment Act, 1980 (Act No. IX of 1980).

² Article 36A was inserted by section 2 of the Bangladesh Shilpa Bank (Second Amendment) Ordinance, 1984 (Ordinance No. VII of 1984).

37. (1) Whoever wilfully makes a false statement or knowingly permits any false statement to be made, or to remain, in any bill of lading, warehouse receipt or other document of title or any other document given to the Bank by way of security or otherwise in respect of any financial aid sought or granted under this Order, shall be punishable with imprisonment for a term which may extend to two years, or with fine which may extend to two thousand taka, or with both.

(2) Whoever wilfully withholds or fails to deliver to the Bank, as required by Article 23, any property or any book, document or other paper which may be in his possession or unlawfully retains in his possession any property of the Development Bank or the Fund which has vested in the Bank under Article 20 shall be punishable with imprisonment for a term which may extend to one year, or with fine, or with both.

(3) Whoever, without the consent in writing of the Bank, uses the name of the Bank in any prospectus or advertisement shall be punishable with imprisonment for a term which may extend to six months, or with fine which may extend to one thousand taka, or with both.

(4) No Court shall take cognizance of any offence punishable under this Order except upon a complaint in writing signed by an officer of the Bank authorised in this behalf by the Board.

38. No provision of law relating to the winding up of companies, including Banking companies, shall apply to the Bank and the Bank shall not be wound up save by order of the Government and in such manner as it may direct.

¹[**38A.** (1) Notwithstanding anything contained in this Order, the Government may, if in the national interest, it deems expedient so to do, transfer, by agreement, the entire undertaking of the Bank to any company registered under the Companies Act, 1994 (Act XVIII of 1994), on such terms and conditions as may be settled with such company.

(2) Where the entire undertaking of the Bank has been transferred under clause (1), the Bank shall, on such date as the Government may, by an order notified in the official Gazette, specify, stand dissolved.

¹ Article 38A was inserted by section 2 of Bangladesh Shilpa Bank (Amendment) Act, 2009 (Act. No. XIV of 2009) (with effect from 22th December, 2008).

Explanation: The "undertaking of the Bank" includes its business, projects, schemes, assets, properties, movable and immovable, cash balance, reserve funds, investment, rights, powers, authorities and privileges including rights and interests in, or arising out of, such properties and all books of accounts, registers, records and all other documents of whatever nature relating thereto and its borrowings, liabilities and obligations of whatever nature.

(3) Where the undertaking of the Bank has been transferred under clause (1),-

- (a) all contracts entered into and all matters and things engaged to be done by, with or for, the Bank shall be deemed to have been entered into or, as the case may be, engaged to be done by, with or for the company;
- (b) all suits and other legal proceedings instituted by or against the Bank shall be deemed to be suits and other legal proceedings by or against the company.

(4) The Government may, for the purpose of removing any difficulty in relation to the transfer of the undertaking of the Bank under clause (1) or the dissolution of the Bank under clause (2), make such order as it considers expedient and any such order shall be deemed to be, and given effect to as, part of the provisions of this Order.]

39. Any reference to the Development Bank or the Fund in any law, other than this Order, or in any contract, agreement, deed of trust or other instrument shall, in so far as it relates to the undertakings which have been transferred to the Bank under Article 20, be construed as a reference to the Bank.

40. If any difficulty arises in giving effect to the provisions of this Order, the Government may make such order, not inconsistent with the provisions of this Order, as may appear to it to be necessary for the purposes of removing the difficulty.

41. All laws relating to banker and banking companies shall, subject to such adaptations and modifications as may be made from time to time, be applicable to the Bank.

42. (1) Anything done, action taken, order passed, appointment made, notification issued, or purporting to have been done, taken, passed, made or issued, by the Government in respect of the Development Bank or the Fund after the 16th day of December, 1971, and before the commencement of this

Order shall be deemed to have been validly done, taken, passed, made or issued, and shall have and shall be deemed always to have had effect accordingly, and shall not be called in question in any Court.

(2) Anything done or action taken in good faith in or in relation to the Development Bank or the Fund by any body or person appointed by the Government after the 16th day of December, 1971, and before the commencement of this Order shall be deemed to have been validly done or taken, and shall have and shall be deemed always to have had effect accordingly, and shall not be called in question in any Court.

43. The Government may, by notification in the *official Gazette*, make rules for the purpose of giving effect to the provisions of this Order.

44. (1) The Board may ¹[* * *] make regulations, not inconsistent with the provisions of this Order and the rules, to provide for all matters for which provision is necessary or expedient for the purpose of giving effect to the provisions of this Order.

(2) In particular, and without prejudice to the generality of the foregoing power, such regulations may provide for-

- (a) the calling of the meeting of the Board or of any Committee, fees for attending the meetings thereof and the conduct of business thereat;
- ²[(aa) the calling of general meeting of the shareholders and the conduct of the business thereat;]
- (b) the delegation of powers and functions of the Board to the ³[Chairman, Managing Director] or any other Director or any officer or other employee of the Bank;

¹ The commas and words “, with the previous approval of the Government,” were omitted by section 20 of the Bangladesh Shilpa Bank (Amendment) Act, 1987 (Act No. XVIII of 1987).

² Sub-clause(aa) was inserted by section 20 of the Bangladesh Shilpa Bank (Amendment) Act, 1987 (Act No. XVIII of 1987).

³ The words and comma “Chairman, Managing Director” were substituted for the words “Managing Director” by section 2 and the Schedule of the Banks and Financial Institutions Laws Amendment Act, 1980 (Act No. IX of 1980).

- (c) the conditions subject to which the Bank may grant loans or equity support;
- (d) the manner of determining the sufficiency of the security for the purpose of business;
- (e) the manner and conditions subject to which the Bank may borrow in foreign currency;
- (f) the form of returns and statements required to be prepared under this Order;
- (g) the duties and conduct of officers and other employees and agents of the Bank;
- (h) the recruitment, remuneration, promotion and other terms and conditions of service of the officers and other employees of the Bank;
- (i) the establishment and maintenance of pension, provident or other fund for the benefit of officers and other employees of the Bank, including the dependants of such officers and other employees;
- (j) the provision of a seal of the Bank and the manner and effect of its use;
- (k) the disclosure of interest, direct or indirect, of any Director or any member of a Committee in any business concern;
- (l) taking over the management and control of any industrial or business concern committing a breach of its agreement with the Bank;
- (m) generally for the efficient conduct of the affairs of the Bank.

(3) All regulations made under this Article shall be published in the *official Gazette* and shall come into force on such publication.

45. The Industrial Development Bank Ordinance, 1961 (Ord. No. XXXI of 1961), the Equity Participation Fund Ordinance, 1970 (Ord. No. I of 1970), and the Bangladesh (Industrial Development Bank) Order, 1971 (A. P. O. No. 4 of 1971), are hereby repealed.
