

Notice of 22nd Annual General Meeting

Notice is hereby given that the 22nd Annual General Meeting of the Members of Meezan Bank Limited will be held Insha-Allah on Wednesday, March 28, 2018 at 9:30 a.m. at Meezan House C-25, Estate Avenue, SITE, Karachi to transact the following business:

ORDINARY BUSINESS

1. To confirm the minutes of the 21st Annual General Meeting held on March 28, 2017.
2. To receive, consider and adopt the Annual Audited Accounts of the Bank, Audited Consolidated Accounts for the year ended December 31, 2017 together with the Auditors' and Directors' Reports thereon.
3. To appoint auditors of the Bank for the year ending December 31, 2018 and to fix their remuneration. The present auditors, M/s EY Ford Rhodes., Chartered Accountants, retire and being eligible, offer themselves for reappointment.
4. To consider and, if thought fit, approve as recommended by the Board of Directors, final cash Dividend at the rate of Rs 1.25 per share i.e. 12.50% in addition to Rs. 1.75 per share i.e. 17.50% interim cash Dividend already declared/paid for the year December 31, 2017.

SPECIAL BUSINESS

5. To consider and if thought fit approve the transmission of the Annual Reports including annual audited accounts, notice of annual general meetings and other information contained therein to the members/shareholders of the Bank through CD/DVD/USB at their registered addresses as allowed by the Securities and Exchange Commission of Pakistan (SECP) instead of transmitting the same in hard copies and to pass the following resolution as Ordinary Resolution;

“Resolved that transmission of Annual Reports including annual audited accounts, notice of annual general meetings and other information contained therein to the members of the company at their registered addresses in soft form i.e. through CD/DVD/USB instead of transmitting the said accounts in hard copies, in terms of SRO 470(1)/2016 dated May 31, 2016, be and is hereby approved.

Further resolved that the Bank shall provide hard copies of all future Annual Reports to those members only, who request the Bank, in writing, to receive hard copies of the accounts”

Further resolved that the Chief Executive Officer and/or Company Secretary be and are hereby authorized to do all necessary acts, deeds and things in connection and ancillary thereto as may be required or expedient to give effect to the spirit and intent of the above resolution”.

6. To approve the remuneration paid/payable to the Chairman, Vice-Chairman and Non-Executive Directors of the Bank for the year ended December 31, 2017 for attending Board Meetings and Meetings of the Committees formed by the Board and to pass the following resolution as ordinary resolution:

“Resolved that the remuneration paid/payable to the Chairman, Vice-Chairman and Non-Executive Directors of the Bank for the year ended December 31, 2017 for attending Board Meetings and Meetings of the Committees formed by the Board, as disclosed in note 37 of the Audited Financial Statements of the Bank be and is hereby approved.”

7. To transact any other business with the permission of the Chair.

Statements under section 134 (3) of the Companies Act 2017 pertaining to special business are enclosed.

By Order of the Board

Muhammad Sohail Khan
Company Secretary

Karachi
March 06, 2018

Notes:

- i) The Members' Register will remain closed from March 21, 2018 to March 28, 2018 (both days inclusive) to determine the names of members entitled to receive the 12.50% cash dividend and attend and vote in the meeting.
- ii) A member eligible to attend and vote at this meeting may appoint any person as proxy to attend and vote in the meeting. Proxies in order to be effective must be received at the Registered Office not less than forty eight (48) hours before the holding of the meeting.
- iii) An individual beneficial owner of the Central Depository Company, entitled to vote at this meeting must bring his/her Computerized National Identity Card along with the participant ID numbers and sub account numbers with him/her to prove his/her identity, and in case of proxy must enclose an attested copy of his/her Computerized National Identity Card. Representatives of corporate members should bring the usual documents required for such purpose.

For Information of the Members:

- iv) The Government of Pakistan has made certain amendments in Section 150 of the Income Tax Ordinance, 2001 whereby different rates are prescribed for deduction of withholding tax on the amount of dividend paid by the companies/banks. These rates are as per law.

To enable the Bank to make tax deduction on the amount of Cash Dividend, all the members whose names are not entered into Federal Board of Revenue (FBR)'s Active Tax-Payers List (ATL), despite the fact that they are tax return filers are advised to make sure that their names are entered into ATL, before the date of book closure for cash dividend, otherwise tax on their cash dividend will be deducted as non-filer.

All shareholders who hold shares jointly are requested to provide shareholding proportions of Principal shareholder and Joint-holder(s) in respect of shares held by them to our Shares Registrar, in writing as follows:

Folio/CDS	Total Shares	Principal Shareholder		Joint Shareholder	
		Name and CNIC No.	Shareholding Proportion (No. of Shares)	Name and CNIC No.	Shareholding Proportion (No. of Shares)

The required information must reach our Shares Registrar by the close of business (5:00 pm) on March 20, 2018; otherwise it will be assumed that the shares are equally held by Principal shareholder and Joint Holder(s) and tax will be deducted according to proportionate holding of each shareholder as clarified by the FBR vide its clarification letter No I(54) Exp/2014-132872-R dated September 25, 2014. Shareholders claiming tax exemption under clause 47(B) of Part IV of the Second Schedule of Income Tax Ordinance, 2001 are requested to provide valid exemption certificate under section 159 (1) of the Income Tax Ordinance, 2001 latest by March 20, 2018 to our Shares Registrar as required vide FBR clarification letter No. 1(43)DG (WHT)/2008-Vol.II-66417-R dated May 12, 2015.

- v) As per directives to the listed companies issued by Securities and Exchange Commission of Pakistan (SECP), the Dividend Warrants should bear CNIC number of the registered member(s), except in the case of minor (s) and corporate member(s). Accordingly, all those shareholders holding shares in physical form who have not yet recorded their CNIC No. contact our Shares Registrar, THK Associates (Pvt.) Ltd., 1st Floor, 40-C, Block-6, P.E.C.H.S, Karachi-75400. Phone No. 111-000-322, alongwith copy of valid CNIC. The shareholders who are maintaining their accounts with Participants/Brokers should also update their record and provide valid CNIC to the respective Participants/Brokers.

The corporate members having CDC accounts are required to have their National Tax Number (NTN) updated with their respective participants, whereas corporate entities having physical shares should send a copy of their NTN certificate to Company's Shares Registrar.

- vi) Under section 242 of the Companies Act, 2017, it is mandatory for a listed company to pay cash dividend to shareholders only through electronic mode directly into bank account designated by the entitled shareholders. In order to receive dividend directly into bank account, shareholders are requested to fill in Electronic Credit Mandate Form available on Bank's website and send it duly signed alongwith a copy of CNIC to the registrar of the company, THK Associates (Pvt.) Ltd., 1st Floor, 40-C, Block-6, P.E.C.H.S, Karachi-75400 in case of physical shares. In case of shares are held in CDC then the above Electronic Credit Mandate Form must be submitted directly to shareholder(s)' broker/participant/CDC account services.

Electronic Credit Mandate Form

Folio Number/CDC Sub Account Number	
Name of Shareholder	
Title of the Bank Account	
International Bank Account Number	
Name of Bank	
Name of Bank Branch/Address	
Cellular and Landline number	
CNIC/NTN (Attach copy)	
Signature of Shareholder	

vii) Annual Accounts of the Bank for the financial year ended December 31, 2017 have been provided on the Company's website-www.meezanbank.com

STATEMENTS UNDER SECTION 134(3) OF THE COMPANIES ACT 2017

These statements set out the material facts concerning the resolution contained in items (5) and (6) of the notice pertaining to the special business to be transacted at the Annual General Meeting of the Bank to be held on March 28, 2018.

Circulation of Annual Reports through CD/DVD/USB

Securities and Exchange Commission of Pakistan has vide S.R.O 470(I)/2016 dated 31 May 2016 allowed the companies to circulate the Annual Reports including annual audited accounts, notices of annual general meetings and other information contained therein of the Company to its members through CD/DVD/USB subject to obtaining consent of the shareholders in the general meeting.

The Company shall supply the hard copies of the aforesaid document to the shareholders on demand, free of cost, within one week of such demand. After approval of the shareholders, the Company will place a Standard Request Form on its website to communicate their need of hard copies of the documents along with postal and email address of the Company Secretary/Share Registrar to whom such requests shall be made.

The directors of the Bank have no vested interest, directly or indirectly in the above business, save to the extent of their shareholding of the Bank.

Directors' Remuneration

The remuneration paid/payable to the non-executive directors was approved by the Board of Directors in terms of Article 52 of the Articles of Association of the Bank. The remuneration requires approval (which is permissible on post facto basis) of the shareholders in Annual General Meeting in terms of requirements of the Prudential Regulations for Corporate/Commercial Banking issued by the State Bank of Pakistan.

The non-executive directors are interested in the payment of remuneration and the remaining members of the Board have no interest in the matter.