



Meezan Bank
The Premier Islamic Bank

March 06, 2014

CS/KSE-11/019/2014

~~The General Manager~~
Karachi Stock Exchange Limited
Stock Exchange Building
Stock Exchange Road
Karachi.

Dear Sir,

NOTICE OF ANNUAL GENERAL MEETING

We enclose copies of the Notice of 18th Annual General Meeting to be held on **Thursday, March 27, 2014 at 9:00 a.m.** at Meezan House C-25, Estate Avenue, SITE, Karachi, published today in Daily "**Jang**" Karachi and Daily "**Business Recorder**" Karachi for your record and information.

A copy of the notice of AGM containing the statement under section 160 (1) (b) of the Companies Ordinance 1984, is also enclosed.

Yours truly,

Tasnimul Haq Farooqui
Company Secretary

Encls.

✓ **The Securities and Exchange
Commission of Pakistan**
NIC Building
Jinnah Avenue
Blue Area
Islamabad.



Meezan Bank
The Premier Islamic Bank

Notice of 18th Annual General Meeting

Notice is hereby given that the 18th Annual General Meeting of the Members of Meezan Bank Limited will be held Insha-Allah on Thursday, March 27, 2014 at 9:00 a.m. at Meezan House C-25, Estate Avenue, SITE, Karachi to transact the following business:

Ordinary Business

- To confirm the minutes of the 17th Annual General Meeting held on March 28, 2013.
- To receive, consider and adopt the Annual Audited Accounts of the Bank for the year ended December 31, 2013 together with the Auditors' and Directors' Reports thereon.
- To appoint auditors of the Bank for the year ending December 31, 2014 and to fix their remuneration. The present auditors, A. F. Ferguson & Co., Chartered Accountants, retire and being eligible, offer themselves for reappointment.
- To consider and, if thought fit, approve as recommended by the Board of Directors, final cash Dividend at the rate of Re. 0.5 per share 5%, in addition to 15% (i.e. Rs. 1.50 per share) interim cash Dividend already declared/paid for the year December 31, 2013.

Special Business

- To consider and, if thought fit, to increase the authorized capital of the Bank to Rs. 15,000,000,000 by creation of 400,000,000 new ordinary shares of Rs. 10/- each and in that connection to pass the following resolution as special resolution:
 - "Resolved that the authorized share capital of the Bank be and is hereby increased to Rs. 15,000,000,000 by creation of 400,000,000 new ordinary shares of Rs. 10/- each, such new shares to rank parri passu in all respects with the existing ordinary shares in the capital of the Bank, and that accordingly clause V of the Memorandum of Association of the Bank be and is hereby substituted by the following new clause V:*
 - The share capital of the Company is Rs. 15,000,000,000 (Rupees fifteen billion only) divided into 1,500,000,000 (One billion five hundred million) ordinary shares of Rs. 10/- each (Rupees ten each) with power to increase or reduce the capital and to divide the shares in the capital for the time being into several classes."*
- To approve the remuneration paid/payable to the Chairman, Vice-Chairman and Non-Executive Directors of the Bank for the year ended December 31, 2013 for attending Board Meetings and Meetings of the Committees formed by the Board, for the year ended December 31, 2013 and to pass the following resolution as an 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, 2013 for attending Board Meetings and Meetings of the Committees formed by the Board, as disclosed in note 35 of the Audited Financial Statements of the Bank for the year ended December 31, 2013, be and is hereby approved."

- To transact any other business with the permission of the chair.

Karachi
March 04, 2014

By Order of the Board
Tasnimul Haq Farooqui
Company Secretary

Notes:

- The statement under section 160(1)(b) of the Companies Ordinance, 1984 setting forth all material facts concerning the special business to be transacted at the meeting is being sent to the Members with the notice.
- The Members' Register will remain closed from March 17, 2014 to March 27, 2014 (both days inclusive) to determine the names of members entitled to receive the 5% cash dividend and attend and vote in the meeting.
- 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.
- 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.

www.meezanbank.com

24/7 Call Center 111-331-331 & 111-331-332

Pakistani exporters from the EU. Dr Cyril Nunn had made this statement during his visit to the All Pakistan Textile Mills Association (APTMA) Punjab office recently. He had further stated that the latest upward revision of GDP growth by the Pakistan government suggests that Pakistan has started realizing the positive impact of the GSP plus from the EU.

He said it is merely an eye wash as the statement of the German envoy is based upon the data collected from the Pakistani stalls about the number of visitors to them during the exhibition. A rise of 30 percent in visits of buyers to Pakistani stalls is a routine matter and it cannot be taken as an indicator of success of

LB polls in Punjab PTI urges ECP to announce date earlier

RECORDER REPORT

LAHORE: Pakistan Tehrik-e-Insaf (PTI) Punjab President Ejaz Chaudhary has urged the Election Commission of Pakistan (ECP) to announce the date for local government elections as soon as possible and it should be held according to the Constitution.

While addressing a press conference here on Wednesday, he condemned the Punjab government for not holding the local government elections in Punjab.

He said by not holding the elections, the government was violating the Constitution. "Even Supreme Court of Pakistan has asked the ECP to give a date for the elections but it has kept silent on it," he added.

He was of the view that the elections were deliberately being delayed since the Punjab government was not willing to hold the elections.

Meanwhile, he claimed that a powerful land mafia, having the support of Punjab Chief Minister Shahbaz Sharif, had influenced certain quarters to extend the jurisdiction of Lahore Development Authority with the goal of converting agriculture land in to plazas and factories.

"The LDA's jurisdiction has been extended from Lahore to Sheikhpura, Nankana Sahib and Kasur and the land falls under these areas is very fertile agricultural land. These lands will be made available for the land mafia to make plazas and housing societies," he added.

The PTI Punjab General Secretary and Information Secretary were also present on the occasion.

They expressed grief and sorrow over the incident of a poor young mother who killed her own children.

They said it was tragic incident; high cost of living, caused by ill-conceived economic policies of the PML-N government, was forcing the poor people to take the lives of their children.

held as per below mentioned schedule:

Date and time: March 2
Venue: Auditorium, Habib E

Agenda

Ordinary Business:

- To consider and adopt the Audited Financial Statement Directors and Auditors Reports thereon.
- To consider and approve the payment of final cash dividend December 31, 2013 as recommended by the Director i.e. 25% already paid to shareholders, thus making 31, 2013.
- To appoint external auditors for the year 2014 and to fix A member has given Notice under Section 253 of the Companies Act, 1914 to Mr. Hadi & Co. Chartered Accountants, as external auditors Chartered Accountants who have completed the requirement.
- To elect seven (7) Directors of the Company as fixed by the provision of Section 178 of the Companies Ordinance in place of retiring directors namely:

1. Mr. Masood Noorani	2. Mr. Javed Ahmad
4. Mr. Sultan Ali Akbar Allana	5. Mr. Shahid Malik
7. Mr. John Joseph Metcalf	

The retiring Directors are eligible for re-election.

- To transact any other ordinary business as may be placed before the meeting.

Special Business

- To authorize the issuance of Bonus Shares in proportion to Shareholders whose names appear in the Register of Members and disposal of fractional shares created out of the issuance

Accordingly, it is proposed to consider and pass the following

RESOLVED THAT:

- Ordinary Shares of Rs. 10 each be issued as Bonus Shares to the Members of the Company whose names appear in the Register of Members in the proportion of 15 Bonus Shares for every 100 ordinary shares held as regards dividends and in all other respects.
 - In the event of any Member becoming entitled to a fractional share, he/she shall be entitled to a full share and sell the shares so constitute a full share and the fraction in proportion to their respective dividend amount payable to each such Member.
 - For the purpose of giving effect to the foregoing, the Managing Director is authorized to do and cause to be done all such things and to take all such steps as may be necessary or expedient in connection therewith and to do and cause to be done all such things and to take all such steps as may be necessary or expedient in connection therewith and to do and cause to be done all such things and to take all such steps as may be necessary or expedient in connection therewith.
- To consider and approve the following Special Resolution with or without modification in respect of investment in:

RESOLVED THAT:

"Having reviewed the information and update provided to be made by the Company as follows:"

- "To invest a sum of up to Rs. 100 million for the purchase of shares of the company."
- "To invest a sum up to US\$ 440,088 for acquisition of shares of the company, Closed Joint Stock Company subject to all necessary regulatory approvals".
- The Managing Director and/or the Chief Financial Officer may be required to implement and give effect to the FURTHER RESOLVED that the Special Resolution be passed in accordance with the Companies Ordinance, 1984.

A statement of Material Facts under Section 160(1)(b) of the Companies Ordinance is being sent to the shareholders along with the Notice.

February 25, 2014
Karachi

Notes:

- The Share transfer books of the Company shall remain closed from March 17, 2014 to March 27, 2014 (both days inclusive) to determine the names of members entitled to receive the 5% cash dividend and attend and vote in the meeting.
- A Member of the company entitled 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.
- A Member shall not be entitled to appoint more than one proxy for any one meeting and more than one proxy shall be rendered invalid.
- Proxies, in order to be effective, must be received by / at the Registered Office, Jinnah Avenue, Blue Area, Islamabad not less than 48 hours before the holding of the meeting.
- Members are requested to immediately notify any change in their contact details to the Company Secretary.
- CDC Account Holders will further have to follow the instructions issued by the Securities and Exchange Commission of Pakistan.
- In pursuance with the Securities & Exchange Commission of Pakistan's SRO 831 (I)/2012 dated July 05, 2012, send a copy of their Computerized National Identity Card along with the participant ID numbers and sub account numbers with him/her to prove his/her identity. In case of non-receipt of the copy a Member will be constrained to withhold dispatch of Dividend Warrant. We will be constrained to withhold dispatch of Dividend Warrant if their NTN at the address of our Registrar as given above is not provided.

DAILY "BUSINESS RECORDER" KARACHI — DATED: MARCH 06, 2014

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3. To appoint auditors of the Bank for the year ending December 31, 2014 and to fix their remuneration. The present auditors, A. F. Ferguson & Co., 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 Re. 0.5 per share 5%, in addition to 15% (i.e. Rs. 1.50 per share) interim cash Dividend already declared/paid for the year December 31, 2013.

SPECIAL BUSINESS

5. To consider and, if thought fit, to increase the authorized capital of the Bank to Rs. 15,000,000,000 by creation of 400,000,000 new ordinary shares of Rs. 10/- each and in that connection to pass the following resolution as special resolution:
 - a. Resolved that the authorized share capital of the Bank be and is hereby increased to Rs. 15,000,000,000 by creation of 400,000,000 new ordinary shares of Rs. 10/- each, such new shares to rank parri passu in all respects with the existing ordinary shares in the capital of the Bank, and that accordingly clause V of the Memorandum of Association of the Bank be and is hereby substituted by the following new clause V:
 - b. The share capital of the Company is Rs. 15,000,000,000 (Rupees fifteen billion only) divided into 1,500,000,000 (One billion five hundred million) ordinary shares of Rs. 10/- each (Rupees ten each) with power to increase or reduce the capital and to divide the shares in the capital for the time being into several classes."
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, 2013 for attending Board Meetings and Meetings of the Committees formed by the Board, for the year ended December 31, 2013 and to pass the following resolution as an Ordinary Resolution:

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

A Statement under section 160 (1) (b) of the Companies Ordinance, 1984 pertaining to special business is enclosed.

By Order of the Board



Tasnimul Haq Farooqui
Company Secretary

Karachi
March 04, 2014





Notes:

- i) The Members' Register will remain closed from March 17, 2014 to March 27, 2014 (both days inclusive) to determine the names of members entitled to receive the 5% 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.

STATEMENT UNDER SECTION 160 (1) (b) OF THE COMPANIES ORDINANCE, 1984

This statement sets out the material facts concerning the resolutions contained in item (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 27, 2014.

I) Increase in Authorised Capital

As required by law, the paid up capital of the company cannot exceed its authorized capital, in view of the expected growth and performance of the Bank and to cater the future needs to increase the paid up capital of the Bank, its authorized capital needs to be enhanced to enable the Bank to issue further shares. To meet the aforesaid conditions of the Memorandum of Association of the Bank is required to alter, so as to increase the authorized capital of the Bank from Rs. 11 billion divided in 1.1 billion ordinary shares of Rs. 10/- each to Rs. 15 billion divided into 1.5 billion ordinary shares of Rs. 10/- each. Under section 92 (1) of the Companies Ordinance, 1984, the Bank may alter the condition of the memorandum so as to inter alia increase its share capital by such amount as it thinks expedient. Under section 92 (3) of the Companies Ordinance, 1984, the powers conferred by sub-section (1) are exercisable by the Bank in a General Meeting.

The Directors of the Bank have no interest in special business and/or special resolution, save to the extent of their shareholding of the Bank.

II) 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.