Bank AL Habib Limited

March 05, 2019

The General Manager,
Pakistan Stock Exchange Limited,
Stock Exchange Building,
Stock Exchange Road,
Karachi.

Dear Sir,

Notice of Annual General Meeting of Bank AL Habib Limited
Under Regulation No. 5.6.4 (b) of Pakistan Stock Exchange Rule Book

As required under regulation 5.6.4 (b) of Pakistan Stock Exchange Rule Book, enclosed is the copy of Notice of Annual General Meeting of the Bank to be held on Wednesday, March 27, 2019 at 10:30 a.m. at our Registered Office of the Bank located at 126-C, Old Bahawalpur Road, Multan.

You may please inform the TRE Certificate Holders of the Exchange accordingly.

Regards,

Yours truly,

Mohammad Taqi Lakhani
Company Secretary

Encl: as above

PRINCIPAL OFFICE: 2nd FLOOR MACKINNONS BUILDING, I.I. CHUNDRIGAR ROAD, KARACHI-PAKISTAN
PHONES : (92-21) 32412421-32412986 & 111-786-110 FAX : (92-21) 32419752 & 32401171
EMAIL: info@bankalhabib.com WEBSITE: www.bankalhabib.com
REGISTERED OFFICE: 126-C, OLD BAHAWALPUR ROAD, MULTAN

Notice of Annual General Meeting

Notice is hereby given that the Twenty-eighth Annual General Meeting of Bank AL Habib Limited will be held at the Registered Office of the Bank located at 126-C, Old Bahawalpur Road, Multan, on Wednesday, March 27, 2019 at 10:30 a.m. to transact the following business:

1. To receive and adopt the Audited Annual Accounts and Consolidated Accounts of the Bank for the year ended December 31, 2018 together with the Reports of Chairman, Directors and Auditors.

2. To consider and approve payment of cash dividend @ 25%, i.e., Rs. 2.50 per share of Rs. 10/- each for the year ended December 31, 2018 as recommended by the Board of Directors.

3. To appoint auditors for the year 2019 and to fix their remuneration. Existing auditors KPMG Taseer Hadi & Co., Chartered Accountants, have retired. In compliance with the Listed Companies (Code of Corporate Governance) Regulations, 2017, and based on the recommendation of the Audit Committee, the Board recommends the appointment of EY Ford Rhodes, Chartered Accountants as auditors in place of the retiring auditors.

4. To elect Directors of the Bank in accordance with Section 159(1) of the Companies Act, 2017. The number of Directors to be elected pursuant to Section 159(1) of the Companies Act, 2017 has been fixed at 10 (ten) by the Board of Directors including one female Director in compliance with clause 7 of the Listed Companies (Code of Corporate Governance) Regulations, 2017.

   The following are the retiring Directors, who may offer themselves for election:

   Mr. Abbas D. Habib, Mr. Ali Raza D. Habib, Mr. Anwar Haji Karim, Mr. Murtaza H. Habib, Mr. Qumail R. Habib, Syed Mazhar Abbas, Mr. Safar A. Lakhani, Syed Hasan Ali Bukhari, Mr. Arshad Nasar, and Mr. Adnan Afridi* - NIT Nominee.

   *Appointed by the Board, subject to approval of the State Bank of Pakistan, to fill the casual vacancy created by the resignation of Mr. Manzoor Ahmed.

5. To consider any other business of the Bank with the permission of the Chair.

Special Business

6. To consider and approve the remuneration payable to the Executive Director of the Bank.

7. To consider and approve the conversion terms of Term Finance Certificates of the Bank, issued in 2018 in the amount of Rs. 4,000,000,000/-, into Ordinary Shares of the Bank upon occurrence of a conversion event if so required by the State Bank of Pakistan.

   Statements under Section 166(3) for Item No. 4, and under Section 134(3) of the Companies Act 2017 in respect of special business contained in Items Nos. 6 & 7, are annexed.

By order of the Board

MOHAMMAD TAQI LAKHANI
Company Secretary

Karachi: March 6, 2019

Notes:

1. Any member desirous to contest the election of Directors shall file the following with Company Secretary of the Bank at its Registered Office located at 126-C, Old Bahawalpur Road, Multan, not later than 14 days before the day of the above said meeting:

   (a) His/Her intention to offer himself/herself for the election in terms of Section 159(3) of the Companies Act, 2017. He/She should also confirm that:
   - **(i)** He/She is not ineligible to become a director of the Bank under any applicable laws and regulations (including Pakistan Stock Exchange Regulations).
   - **(ii)** Neither he/she nor his/her spouse is engaged in the business of brokerage or is a sponsor, director or officer of a corporate brokerage house.

(iii) He/She is not serving as a director in more than five listed companies simultaneously.Provided that this limit shall not include the directorships in the listed subsidiaries of a listed holding company.

(iv) In case of Independent Director, a declaration of Independence in terms of Section 166(2) of the Companies Act, 2017 as required under Listed Companies (Code of Corporate Governance) Regulations, 2017.

(b) Consent to act as Director in Form 28 under Section 167 of the Companies Act, 2017.

(c) Fit and Proper Test proforma, Affidavit, Declarations, and Questionnaire as per requirement of SBP's BPRD Circular No. 4 dated April 23, 2007, SBP's BPRD Circular No. 5 dated March 12, 2015 and SBP's BPRD Circular No. 9 dated October 18, 2018.

A copy of the relevant documents may be obtained from the office of the Company Secretary of the Bank or may be downloaded from the websites of Securities and Exchange Commission of Pakistan (SECP) and SBP.

2. In terms of the criteria prescribed by SBP, association of the following persons as Director is undesirable and against the public interest:

(a) a person who is/has been associated with any illegal activity, especially related to the banking business;

(b) a person who in his/her individual capacity or as proprietary concern or any partnership firm or any private unlisted/listed company has been in default of payment of dues owed to any financial institution and/or in default of payment of any taxes.

It should also be noted that under SBP regulations a person is not permitted to be a Director of more than one financial institution, and the Directors will not assume the charge of their respective offices until their appointments are approved in writing by SBP.

3. The share transfer book of the Bank will remain closed from March 18, 2019 to March 27, 2019 (both days inclusive). Transfers received in order at the office of our Share Registrar, Central Depository Company of Pakistan Ltd, located at CDC House, 99-B, Block B, S.M.C.H.S., Main Shahra-e-Faisal, Karachi – 74400, by the close of business on March 15, 2019 will be treated in time for payment of cash dividend (subject to approval of the members). Members are requested to promptly communicate any change in their addresses to our above-mentioned Share Registrar.

4. A member entitled to attend and vote at this meeting is entitled to appoint a proxy to attend, speak and vote on his/her behalf. A proxy (except for a corporation) must be a member of the Bank. Proxy form, in order to be effective, must be received at the Registered Office of the Bank located at 126-C, Old Bahawalpur Road, Multan, duly stamped and signed not less than 48 hours before the time of the meeting.

5. The CDC account/sub account holders are requested to bring with them their Computerized National Identity Cards (CNICs)/Passport along with participant(s) ID Number and their account numbers at the time of attending the Annual General Meeting in order to facilitate identification of the respective shareholders. The proxy shall also produce his/her original CNIC or Passport at the time of the meeting. In case of a corporate entity, the Board of Directors' Resolution/Power of Attorney with specimen signatures shall be submitted along with Proxy Form in the Bank.

6. **Payment of Cash Dividend through Electronic Mode**

Under the provision of Section 242 of Companies Act, 2017 and Companies (Distribution of Dividends) Regulations, 2017, it is mandatory for a listed company to pay cash dividend to their shareholders only through electronic mode directly into the bank account designated by the entitled shareholders instead of issuing physical dividend warrants.

In order to receive cash dividend directly into the designated bank account, members are requested to fill and sign the "E-Dividend Bank Mandate Form" available on the Bank's website link, **https://www.bankalhabib.com/downloads/E-Dividend-Bank-Mandate-Form.pdf,** and send to the relevant Participants/Investor Account Services of the CDC/Share Registrar of the Bank (as the case may be) before March 18, 2019 along with a copy of their valid CNICs. The aforesaid form is also available in the Annual Report of the Bank.

In case of non-receipt or incorrect International Bank Account Number (IBAN) with other related details or non-availability of valid CNICs, the Bank will withhold cash dividend of such members.

7. The Government of Pakistan through Finance Act, 2017 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 cash dividend paid by the companies/banks. These tax rates are as follows:

(a) For filers of income tax returns 15%
(b) For non-filers of income tax returns 20%

To enable the Bank to make tax deduction on the amount of cash dividend @ 15% instead of 20% all shareholders whose names are not entered into the Active Tax-payers List (ATL) provided on the website of Federal Board of Revenue (FBR), despite the fact that they are filers, are advised to make sure that their names are entered into ATL before the date of payment of cash dividend i.e., March 27, 2019; otherwise tax on their cash dividend will be deducted @ 20% instead of 15%.

According to FBR, withholding tax will be determined separately on ‘Filer/Non-Filer’ status of principal shareholder as well as joint-shareholder(s) based on their shareholding proportions, in case of joint accounts. Members that hold shares with joint-shareholder(s) are requested to provide shareholding proportions of principal shareholder and joint-shareholder(s) in respect of shares held by them to the Bank’s Share Registrar in writing in the following format.

Bank Name	Folio/CDC Account No.	Total Shares	Principal Shareholder		Joint-Shareholder(s)	
			Name and CNIC	Shareholding Proportion (No. of Shares)	Name and CNIC	Shareholding Proportion (No. of Shares)

In case the required information is not provided to our Share Registrar latest by March 15, 2019, it will be assumed that the shares are equally held by them.

In case of corporate entity, withholding tax exemption from dividend income shall only be allowed if copy of valid tax exemption certificate is made available to our Share Registrar latest by March 15, 2019.

8. **Audited Financial Statements through e-mail**

SECP through its Notification SRO 787(I)/2014 dated September 8, 2014 has allowed the circulation of Audited Financial Statements along with Notice of Annual General Meeting to the members through e-mail. Soft copies of Annual Report 2018 including Audited Financial Statements and Notice of Annual General Meeting are being e-mailed to the members who have provided their e-mail addresses for the said purpose. Other members of the Bank who wish to receive soft copy of Annual Report are requested to send their e-mail addresses to our Share Registrar through consent form. The said consent form for electronic transmission can be downloaded from the Bank’s website: **www.bankalhabib.com.** Audited Financial Statements and reports are being placed on the aforesaid website.

Members are also requested to intimate change (if any) in their registered e-mail addresses to our Share Registrar for the above-mentioned purpose.

9. **Consent for video-link facility**

For this Annual General Meeting, under following conditions, Members can also avail video-link facility at Karachi.

If the Bank receives consent from members holding at least 10% shareholding residing at a geographical location, to participate in the meeting through video-link facility at least 7 days prior to the date of meeting, the Bank will arrange video-link facility in that city. The Bank shall arrange the aforesaid facility for such members prior to the date of the meeting to participate through video-link facility, and will intimate them regarding venue before the date of general meeting.

In this regard, members who wish to participate through video-link facility at Karachi should send a duly signed request as per the following format to the registered address of the Bank at least 7 days before the date of general meeting.

I/We, ________________________ of __________________________ being a member of

Bank AL Habib Limited, holder of ______________ ordinary share(s) as per register Folio

No./ CDC Sub-Account No.:___________ hereby opt for video - link facility at Karachi.

____
Signature of Member

Statement under Section 166(3) of the Companies Act, 2017

Item No. 4 of the Agenda

Statement under Section 166(3) of the Companies Act, 2017 in respect of Election of Independent Directors of the Bank:

Independent Directors will be elected through the process of election of directors in terms of Section 159 of the Companies Act, 2017 and they shall meet the criteria laid down under BPRD Circular No. 15 of 2016, dated December 28, 2016 issued by the SBP as well as the criteria laid down under Section 166 (2) of the Companies Act, 2017.

Statement under Section 134(3) of the Companies Act, 2017

The statement is annexed to the Notice of the 28th Annual General Meeting of Bank AL Habib Limited at which certain special business is to be transacted. The purpose of this statement is to set forth the material facts concerning such special business.

Item No. 6 of the Agenda

As recommended by the Board of Directors in their meeting held on January 30, 2019, it is intended to propose the following resolution to be passed as an Ordinary Resolution:

"RESOLVED that the remuneration of Mr. Qumail R. Habib, Executive Director shall not exceed Rs. 2,750,000/- per month exclusive of perquisites, benefits and other allowances to which he is entitled under the terms of his employment."

Item No. 7 of the Agenda

In order to contribute towards its Tier 2 Capital, Bank AL Habib Limited has issued redeemable capital in the form of Term Finance Certificates ("TFCs") amounting to Rs. 4,000,000,000/= (Rupees Four Billion), in accordance with the Basel III Capital Instructions issued by SBP vide BPRD Circular No. 6 dated August 15, 2013.

Pursuant to the Basel III Capital Instructions, if SBP determines that a Point of Non-Viability ("PONV") has occurred, it may direct a bank to convert its Tier 2 Capital instruments (or any part thereof), including TFCs, into ordinary shares of the bank at such time or times and for such consideration and on such terms and conditions as may be determined by SBP, under and pursuant to and in accordance with the Basel III Capital Instructions and any other instructions issued by SBP.

Additional information required as per applicable laws and regulations is as follows.

Name of the persons to whom shares will be issued	The shares will be issued to the TFC Holders (at that time).
Price at which the proposed shares will be issued	At a price equivalent to market value of the shares of the Bank on the date of trigger of PONV as declared by SBP.
Purpose of the issue, utilization of the proceeds of the issue and benefits to the Bank and its shareholders with necessary details	To convert the outstanding TFC amount (in whole or part) into shares of the Bank.
Existing shareholding of the persons to whom the proposed shares will be issued	Not Applicable
Total shareholding of the persons after the proposed issue of shares	Not Applicable
Whether the persons have provided written consent for purchase of such shares	The terms of the Trust Deed for the TFC issue contain the details regarding such conversion.
Justification as to why proposed shares are to be issued otherwise than rights and not as rights shares	This is in accordance with the requirements of SBP vide its Circular No. 6 of Banking Policy and Regulation Department **("BPRD")** dated August 15, 2013.
Justification, with details of the latest available market price and break-up value per share, if such price differs from par value	Not Applicable
Details of the average market price during the last 3 (three) months and 6 (six) months preceding the Board announcement as well as the latest available market price	Not Applicable

Therefore, for the purpose of the above, the Board of Directors has recommended that members may pass the following resolution as a Special Resolution:

"RESOLVED that the Term Finance Certificates ("TFCs") of Bank AL Habib Limited in the amount of Rs. 4,000,000,000/= (Rupees Four Billion) issued pursuant to the terms of the Trust Deed dated November 28, 2018 for the purpose of Tier 2 Capital under Basel III Capital Instructions of the State Bank of Pakistan ("SBP"), may be converted into ordinary shares of the Bank subject to a maximum of 50,000,000 (Fifty Million) additional ordinary shares being issued upon such conversion, if so directed by SBP on the occurrence of a point of non-viability as determined by SBP, at a price equivalent to the market value of the shares of the Bank on the date of trigger of the point of non-viability as declared by SBP, in accordance with the applicable rules and regulations of SBP, and all such ordinary shares shall be issued other than by way of rights in accordance with Section 83(1)(b) of the Companies Act, 2017 and shall further be subject to the approval of Securities and Exchange Commission of Pakistan in accordance with Section 83(1)(b) of the Companies Act, 2017.

"FURTHER RESOLVED that the Board of Directors of the Bank ("the Board") or such officer or officers of the Bank as may be authorized by the Board, be and are hereby authorized to take all steps necessary, ancillary, and incidental to the above-mentioned conversion, as and when required, and are further authorized to sign, execute, and deliver all necessary documents, agreements, and letters on behalf of the Bank, as may be deemed appropriate and as may be required for the purposes above-mentioned."

The ordinary shares issued will rank pari passu in all respects with the existing shares of the Bank.

The Directors of the Bank have no direct or indirect interest in the above-mentioned resolution except in their capacity as shareholders of the Bank to the extent of their respective shareholding.

will be published in English Newspaper "Business Recorder" on March 6, 2019

Bank AL Habib Limited

Notice of Annual General Meeting

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1. To receive and adopt the Audited Annual Accounts and Consolidated Accounts of the Bank for the year ended December 31, 2018 together with the Reports of Chairman, Directors and Auditors.
2. To consider and approve payment of cash dividend @ 25%, i.e., Rs. 2.50 per share of Rs.10/- each for the year ended December 31, 2018 as recommended by the Board of Directors.
3. To appoint auditors for the year 2019 and to fix their remuneration. Existing auditors KPMG Taseer Hadi & Co., Chartered Accountants, have retired. In compliance with the Listed Companies (Code of Corporate Governance) Regulations, 2017, and based on the recommendation of the Audit Committee, the Board recommends the appointment of EY Ford Rhodes, Chartered Accountants as auditors in place of the retiring auditors.
4. To elect Directors of the Bank in accordance with Section 159(1) of the Companies Act, 2017. The number of Directors to be elected pursuant to Section 159(1) of the Companies Act, 2017 has been fixed at 10 (ten) by the Board of Directors including one female Director in compliance with clause 7 of the Listed Companies (Code of Corporate Governance) Regulations, 2017.

   The following are the retiring Directors, who may offer themselves for election:

   Mr. Abbas D. Habib, Mr. Ali Raza D. Habib, Mr. Anwar Haji Karim, Mr. Murtaza H. Habib, Mr. Qumail R. Habib, Syed Mazhar Abbas, Mr. Safar A. Lakhani, Syed Hasan Ali Bukhari, Mr. Arshad Nasar, and Mr. Adnan Afridi* - NIT Nominee.

   *Appointed by the Board, subject to approval of the State Bank of Pakistan, to fill the casual vacancy created by the resignation of Mr. Manzoor Ahmed.
5. To consider any other business of the Bank with the permission of the Chair.

Special Business

6. To consider and approve the remuneration payable to the Executive Director of the Bank.
7. To consider and approve the conversion terms of Term Finance Certificates of the Bank, issued in 2018 in the amount of Rs.4,000,000,000/- into Ordinary Shares of the Bank upon occurrence of a conversion event if so required by the State Bank of Pakistan.

   Statements under Section 166(3) for Item No. 4, and under Section 134(3) of the Companies Act, 2017 in respect of special business contained in Items Nos. 6 & 7, are annexed.

By Order of the Board

Mohammad Taqi Lakhani
Company Secretary

Karachi: March 6, 2019

Notes:

1. Any member desirous to contest the election of Directors shall file the following with Company Secretary of the Bank at its Registered Office located at 126-C, Old Bahawalpur Road, Multan, not later than 14 days before the day of the above said meeting:
   a. His/her intention to offer himself/herself for the election in terms of Section 159(3) of the Companies Act, 2017. He/she should also confirm that:
      i. He/she is not ineligible to become a director of the Bank under any applicable laws and regulations (including Pakistan Stock Exchange Regulations).
      ii. Neither he/she nor his/her spouse is engaged in the business of brokerage or is a sponsor, director or officer of a corporate brokerage house.
      iii. He/she is not serving as a director in more than five listed companies simultaneously.
      Provided that this limit shall not include the directorships in the listed subsidiaries of a listed holding company.
      iv. In case of Independent Director, a declaration of Independence in terms of Section 166(2) of the Companies Act, 2017 as required under Listed Companies (Code of Corporate Governance) Regulations, 2017.
   b. Consent to act as Director in Form 28 under Section 167 of the Companies Act, 2017.
   c. Fit and Proper Test proforma, Affidavit, Declarations, and Questionnaire as per requirement of SBP's BPRD Circular No. 4 dated April 23, 2007, SBP's BPRD Circular No.5 dated March 12, 2015 and SBP's BPRD Circular No. 9 dated October 18, 2018.
      A copy of the relevant documents may be obtained from the office of the Company Secretary of the Bank or may be downloaded from the websites of Securities and Exchange Commission of Pakistan (SECP) and SBP.
2. In terms of the criteria prescribed by SBP, association of the following persons as Director is undesirable and against the public interest:
   a. a person who is/has been associated with any illegal activity, especially related to the banking business;
   b. a person who in his/her individual capacity or as proprietary concern or any partnership firm or any private unlisted/listed company has been in default of payment of dues owed to any financial institution and/or in default of payment of any taxes.
      It should also be noted that under SBP regulations a person is not permitted to be a Director of more than one financial institution, and the Directors will not assume the charge of their respective offices until their appointments are approved in writing by SBP.
3. The share transfer book of the Bank will remain closed from March 18, 2019 to March 27, 2019 (both days inclusive). Transfers received in order at the office of our Share Registrar, Central Depository Company of Pakistan Ltd., located at CDC House, 99-B, Block-B, S.M.C.H.S., Main Shahrah-e-Faisal, Karachi-74400, by the close of business on March 15, 2019 will be treated in time for payment of cash dividend (subject to approval of the members). Members are requested to promptly communicate any change in their addresses to our above-mentioned Share Registrar.
4. A member entitled to attend and vote at this meeting is entitled to appoint a proxy to attend, speak and vote on his/her behalf. A proxy (except for a corporation) must be a member of the Bank. Proxy form, in order to be effective, must be received at the Registered Office of the Bank located at 126-C, Old Bahawalpur Road, Multan, duly stamped and signed not less than 48 hours before the time of the meeting.
5. The CDC account/sub account holders are requested to bring with them their Computerized National Identity Cards (CNICs)/Passport along with participant(s) ID Number and their account numbers at the time of attending the Annual General Meeting in order to facilitate identification of the respective shareholders. The proxy shall also produce his/her original CNIC or Passport at the time of the meeting. In case of a corporate entity, the Board of Directors' Resolution/Power of Attorney with specimen signatures shall be submitted along with Proxy Form in the Bank.
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Bank Name	Folio / CDC Account No.	Total Shares	Principal Shareholder		Joint-Shareholder(s)	
			Name and CNIC	Shareholding Proportion (No. of Shares)	Name and CNIC	Shareholding Proportion (No. of Shares)

   In case the required information is not provided to our Share Registrar latest by March 15, 2019, it will be assumed that the shares are equally held by them.

   In case of corporate entity, withholding tax exemption from dividend income shall only be allowed if copy of valid tax exemption certificate is made available to our Share Registrar latest by March 15, 2019.
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   Members are also requested to intimate change (if any) in their registered e-mail addresses to our Share Registrar for the above-mentioned purpose.
9. **Consent for video-link facility**

   For this Annual General Meeting, under following conditions, Members can also avail video-link facility at Karachi.

   If the Bank receives consent from members holding at least 10% shareholding residing at a geographical location, to participate in the meeting through video-link facility at least 7 days prior to the date of meeting, the Bank will arrange video-link facility in that city. The Bank shall arrange the aforesaid facility for such members prior to the date of the meeting to participate through video-link facility, and will intimate them regarding venue before the date of general meeting.

   In this regard, members who wish to participate through video-link facility at Karachi should send a duly signed request as per the following format to the registered address of the Bank at least 7 days before the date of general meeting.

   I/We, ____________________ of ____________________ being a member of Bank AL Habib Limited, holder of ____________________ ordinary share(s) as per register Folio No./CDC Sub-Account No.: ____________ hereby opt for video-link facility at Karachi.

   ____
   Signature of Member

will be published in
Urdu Newspaper
"Nawa-I-Waqt"
on March 6, 2019

ھٰذا مِن فَضلِ رَبّی

Bank AL Habib

بینک الحبیب لمیٹڈ

اطلاع برائے سالانہ اجلاسِ عام

بذریعہ ہٰذا مطلع کیا جاتا ہے کہ بینک الحبیب لمیٹڈ کا اٹھائیسواں سالانہ اجلاسِ عام بروز بدھ ۲۷ مارچ ۲۰۱۹ء صبح ۱۰:۳۰ بجے بینک کے رجسٹرڈ آفس واقع ۱۲۶-سی، اولڈ بہاولپور روڈ، ملتان میں مندرجہ ذیل امور کی انجام دہی کیلئے منعقد کیا جائے گا:

۱۔ ۳۱ دسمبر ۲۰۱۸ء کو ختم ہونے والے سال کے لئے آڈٹ شدہ سالانہ حسابات اور بینک کے یکجا کئے گئے حسابات مع چیئرمین، ڈائریکٹرز اور آڈیٹرز کی رپورٹس کی وصولی اور منظوری۔

۲۔ بورڈ آف ڈائریکٹرز کی سفارش کے مطابق ۳۱ دسمبر ۲۰۱۸ء کو ختم ہونے والے سال کے لئے بشرح ۲۵ فیصد یعنی ۲.۵۰ روپے فی شیئر مالیت کے شیئر پر ۱۰/- روپے نقد منافع منقسمہ کی ادائیگی پر غور و خوض اور منظوری۔

۳۔ سال ۲۰۱۹ء کے لئے آڈیٹرز کا تقرر اور ان کے معاوضے کا تعین۔ موجودہ آڈیٹرز کے پی ایم جی تاثیر ہادی اینڈ کمپنی، چارٹرڈ اکاؤنٹینٹس سبکدوش ہوگئے ہیں۔ لسٹڈ کمپنیز (کوڈ آف کارپوریٹ گورننس) ریگولیشنز، ۲۰۱۷ کے تحت اور آڈٹ کمیٹی کی سفارش پر بورڈ نے ای وائی فورڈ روڈز، چارٹرڈ اکاؤنٹینٹس کو سبکدوش ہونے والے آڈیٹرز کی جگہ آڈیٹرز مقرر کرنے کی سفارش کی ہے۔

۴۔ کمپنیز ایکٹ ۲۰۱۷ کی شق (۱)۱۵۹ کے مطابق بینک کے ڈائریکٹرز کا انتخاب کرنا۔ کمپنیز ایکٹ ۲۰۱۷ کی شق (۱)۱۵۹ کے مطابق بورڈ آف ڈائریکٹرز کی جانب سے منتخب کئے جانے والے ڈائریکٹرز کی تعداد ۱۰ (دس) مقرر کی گئی ہے۔ بشمول ایک خاتون ڈائریکٹر کے، جو کہ لسٹڈ کمپنیز (کوڈ آف کارپوریٹ گورننس) ریگولیشنز، ۲۰۱۷ کی شق ۷ پر عملدرآمد ہے۔

مندرجہ ذیل ڈائریکٹرز سبکدوش ہو رہے ہیں اور وہ خود کو انتخاب کے لئے پیش کرسکتے ہیں:

جناب عباس ڈی۔ حبیب، جناب علی رضا ڈی۔ حبیب، جناب انور حاجی کریم، جناب مرتضیٰ ایچ۔ حبیب، جناب قُمیل آر۔ حبیب، سید مظہر عباس، جناب صفر اے۔ لاکھانی، سید حسن علی بخاری، جناب ارشد ناصر اور
*جناب عدنان آفریدی۔ این آئی ٹی کے نامزد کردہ۔

*جناب منظور احمد کے مستعفی ہونے کے باعث خالی ہونے والی نشست پر بورڈ کی جانب سے جناب عدنان آفریدی صاحب کا انتخاب کیا گیا ہے جو کہ اسٹیٹ بینک آف پاکستان کی منظوری سے مشروط ہے۔

۵۔ صدر اجلاس کی اجازت سے بینک کی کسی دیگر کارروائی پر غور و خوض۔

خصوصی امور

۶۔ بینک کے ایگزیکٹو ڈائریکٹر کو دیئے جانے والے معاوضے پر غور و خوض اور منظوری۔

۷۔ بینک کے ٹرم فنانس سرٹیفکیٹس، جاری کردہ ۲۰۱۸ء مالیتی ۴,۰۰۰,۰۰۰,۰۰۰/- روپے کو بینک کے عمومی شیئرز میں منتقلی کی شرائط پر غور و خوض اور منظوری جو منتقل ہونے کی صورت میں اسٹیٹ بینک آف پاکستان کی جانب سے درکار ہوں۔

آئٹم نمبر ۴ کیلئے شق (۳)۱۶۶ کے تحت اور آئٹم نمبر ۶ اور ۷ میں شامل خصوصی کارروائی کے سلسلے میں کمپنیز ایکٹ ۲۰۱۷ کی شق (۳)۱۳۴ کے تحت اسٹیٹمنٹس تمام شیئر ہولڈرز کو ارسال کیا جارہا ہے۔

حسب الحکم بورڈ
محمد تقی لاکھانی
کمپنی سیکریٹری

کراچی:
۶ مارچ ۲۰۱۹ء

نوٹ:

۱۔ ڈائریکٹرز کے انتخاب میں حصہ لینے کا خواہشمند کوئی بھی ممبر درج ذیل دستاویزات اجلاس ہذا کے دن سے کم از کم ۱۴ روز قبل بینک کے کمپنی سیکریٹری کو ان کے رجسٹرڈ آفس واقع ۱۲۶-سی، اولڈ بہاولپور روڈ، ملتان میں جمع کرادیں:

اے۔ کمپنیز ایکٹ ۲۰۱۷ کی شق (۳)۱۵۹ کے مطابق خود کو انتخاب کے لئے پیش کرنے کے ارادے کا نوٹس۔ اسے اس بات کی بھی توثیق کرنی ہوگی کہ:

i کہ وہ کسی بھی نافذ العمل قوانین اور ضوابط (بشمول پاکستان اسٹاک ایکسچینج ریگولیشنز) کے تحت بینک کا ڈائریکٹر بننے کیلئے نااہل نہیں ہے۔

ii نہ وہ کسی از خود اور نہ ہی اس کا/کی شریک حیات بروکریج کے کاروبار سے وابستہ رہا/رہی ہے یا کسی کارپوریٹ بروکریج ہاؤس کا/کی اسپانسر، ڈائریکٹر یا آفیسر ہے۔

iii وہ بحیثیت ایک ڈائریکٹر بیک وقت پانچ سے زائد لسٹڈ کمپنیوں میں فرائض انجام نہیں دے رہا/رہی۔
واضح کیا جاتا ہے کہ اس حد میں کسی ایک لسٹڈ کمپنی کے لسٹڈ ذیلی اداروں میں ڈائریکٹرشپس شامل نہیں ہے۔

iv انڈیپنڈنٹ ڈائریکٹر کی صورت میں کمپنیز ایکٹ ۲۰۱۷ کی شق (۲)۱۶۶ کی شرائط کے تحت ایک ڈیکلریشن، جیسا کہ لسٹڈ کمپنیز (کوڈ آف کارپوریٹ گورننس) ریگولیشنز، ۲۰۱۷ کے تحت ضروری ہے۔

بی۔ کمپنیز ایکٹ ۲۰۱۷ کی شق ۱۶۷ کے تحت فارم ۲۸ پر بحیثیت ڈائریکٹر فرائض انجام دینے کے لئے رضامندی۔

سی۔ اسٹیٹ بینک آف پاکستان (ایس بی پی) کے BPRD سرکلر نمبر ۴ مورخہ ۲۳ اپریل ۲۰۰۷ء، ایس بی پی کے BPRD سرکلر نمبر ۵ مورخہ ۱۲ مارچ ۲۰۱۵ء اور ایس بی پی کے BPRD سرکلر نمبر ۹ مورخہ ۱۸ اکتوبر ۲۰۱۸ء کی شرائط کے مطابق موزوں اور مناسب ٹیسٹ پروفارما، حلف نامہ، ڈیکلریشن اور سوالنامہ۔

متعلقہ دستاویزات کی ایک کاپی بینک کے کمپنی سیکریٹری کے دفتر سے حاصل کی جاسکتی ہے یا سیکیورٹیز اینڈ ایکسچینج کمیشن آف پاکستان (ایس ای سی پی) اور ایس بی پی کی ویب سائٹس سے بھی ڈاؤن لوڈ کرسکتے ہیں۔

۲۔ ایس بی پی کی جانب سے اہلیت کے مقررہ معیار کی شرائط کے تحت ڈائریکٹرز کی حیثیت سے مندرجہ ذیل سرگرمیوں میں ملوث افراد ناپسندیدہ اور عوامی مفاد کے خلاف ہیں:

اے۔ ایسا شخص جو کسی غیر قانونی سرگرمی بالخصوص وہ غیر قانونی سرگرمی جو بینکاری کے امور سے متعلق غلط ہوں۔

بی۔ کوئی بھی فرد جو اپنی انفرادی حیثیت میں یا بطور پروپرائیٹری کنسرن یا کسی پارٹنرشپ فرم یا کسی پرائیویٹ ان لسٹڈ/لسٹڈ کمپنی کسی بھی مالیاتی ادارے کے واجبات کی ادائیگی میں ناکام اور/یا کسی بھی قسم کے ٹیکسز کی ادائیگی میں ڈیفالٹر رہا/رہی ہو۔

یہ بات بھی نوٹ کرلی جائے کہ ایس بی پی کے ضوابط کے مطابق ایک فرد کو کسی ایک مالیاتی ادارے سے زائد میں ڈائریکٹر بننے کی اجازت نہیں ہے اور مزید براں، ڈائریکٹرز اس وقت تک اپنے متعلقہ عہدوں کی چارج نہیں سنبھال سکتے جب تک ایس بی پی کی جانب سے ان کی تقرریوں کی تحریری طور پر منظوری نہ دی جائے۔

۳۔ بینک کی شیئر ٹرانسفر بکس ۱۸ مارچ ۲۰۱۹ء تا ۲۷ مارچ ۲۰۱۹ء (بشمول ہر دو یوم) بند رہے گی۔ وہ ٹرانسفرز جو ہمارے شیئر رجسٹرار کے دفتر سینٹرل ڈپازٹری کمپنی آف پاکستان لمیٹڈ واقع سی ڈی سی ہاؤس، B-99، بلاک-B، ایس ایم سی ایچ ایس، مین شاہراہ فیصل، کراچی 74400 میں ۱۵ مارچ ۲۰۱۹ء کو کاروباری اوقات کے اختتام تک موصول ہوجائیں گے وہ نقد منافع منقسمہ (ممبران کی منظوری سے مشروط) کی ادائیگی کے لئے بروقت تصور کیے جائیں گے۔ ممبران سے گزارش ہے کہ اپنے پتے میں کسی بھی تبدیلی سے ہمارے مذکورہ بالا شیئر رجسٹرار کو فی الفور آگاہ کریں۔

۴۔ ہر ممبر جسے اجلاس ہذا میں شرکت کرنے اور ووٹ دینے کا حق حاصل ہے وہ اپنی جگہ شرکت کرنے، بولنے اور ووٹ دینے کیلئے ایک پراکسی مقرر کرسکتا/سکتی ہے۔ پراکسی کیلئے (ماسوائے کارپوریشن کے) بینک کا ممبر ہونا لازمی ہے۔ موثر العمل ہونے کیلئے پراکسی کا فارم باقاعدہ اسٹیمپ شدہ اور دستخط شدہ اجلاس سے کم از کم ۴۸ گھنٹے قبل لازماً بینک کے رجسٹرڈ آفس واقع ۱۲۶-سی، اولڈ بہاولپور روڈ، ملتان میں موصول ہوجانا چاہیے۔

۵۔ سی ڈی سی کے اکاؤنٹ/سب اکاؤنٹ ہولڈرز سے درخواست ہے کہ وہ سالانہ اجلاس عام میں شرکت کرنے کی غرض سے اپنے کمپیوٹرائزڈ قومی شناختی کارڈ (سی این آئی سی)/پاسپورٹ مع پارٹیسپنٹس آئی ڈی نمبر اور اپنے اکاؤنٹ نمبرز ہمراہ لائیں تاکہ متعلقہ شیئر ہولڈرز کی شناخت میں سہولت رہے۔ پراکسی کو بھی اپنا اصل قومی شناختی کارڈ یا پاسپورٹ اجلاس کے وقت دکھانا ہوگا۔ کارپوریٹ ادارہ ہونے کی صورت میں بحیثیت ممبر (رکن)، بورڈ آف ڈائریکٹرز کی منظور شدہ قرارداد/پاور آف اٹارنی بمع نمونہ دستخط ہمراہ پراکسی فارم بینک میں جمع کرانے ہوں گے۔

۶۔ **نقد منافع منقسمہ کی بذریعہ الیکٹرونک کا طریقہ ادائیگی**

کمپنیز ایکٹ ۲۰۱۷ کی شق ۲۴۲ اور کمپنیز (ڈسٹریبیوشن آف ڈیویڈنڈ) ریگولیشنز، ۲۰۱۷ کے تحت لسٹڈ کمپنی کیلئے ضروری ہے کہ وہ اپنے شیئر ہولڈرز کو نقد منافع منقسمہ صرف بذریعہ الیکٹرونک طریقہ کار کے تحت شیئر ہولڈرز کی جانب سے نامزد کردہ بینک اکاؤنٹ میں ادا کریں بجائے اس کے فزیکل ڈیویڈنڈ وارنٹس جاری کئے جائیں۔

نقد منافع منقسمہ کو براہ راست نامزد کردہ بینک اکاؤنٹ میں وصول کرنے کی غرض سے ممبران سے درخواست کی جاتی ہے کہ وہ بینک کی ویب سائٹ کے لنک https://www.bankalhabib.com/downloads/ E-Dividend-Bank-Mandate-Form.pdf پر دستیاب ''ای۔ ڈیویڈنڈ بینک مینڈیٹ فارم'' پُر کریں اور اس پر دستخط کرنے کے بعد اپنے متعلقہ پارٹیسپنٹس/سی ڈی سی کے انویسٹر اکاؤنٹ سروسز یا بینک کے شیئر رجسٹرار (فزیکل شیئر ہولڈنگ ہونے کی صورت میں) کو ۱۸ مارچ ۲۰۱۹ء سے پہلے اپنے کارآمد سی این آئی سی کی کاپی کے ساتھ ارسال کردیں۔ مذکورہ بالا فارم بینک کی سالانہ رپورٹ میں بھی دستیاب ہے۔

انٹرنیشنل بینک اکاؤنٹ نمبر (آئی بی اے این) کی عدم وصولی یا غلط نمبر موصول ہونے اور دیگر متعلقہ تفصیلات یا کارآمد سی این آئی سیز کی عدم دستیابی کی صورت میں بینک ایسے ممبران کا نقد منافع منقسمہ روک لے گا۔

۷۔ حکومت پاکستان نے فنانس ایکٹ ۲۰۱۷ء کے ذریعے انکم ٹیکس آرڈیننس ۲۰۰۱ء کی شق ۱۵۰ میں چند ترامیم کی ہیں جس کے ذریعے کمپنیز/بینکوں کی جانب سے ادا کئے جانے والے منافع منقسمہ کی رقم پر ودہولڈنگ ٹیکس کی کٹوتی کے لئے مختلف ریٹس مقرر کیے گئے ہیں یہ ٹیکس ریٹس مندرجہ ذیل ہیں:

(اے)	انکم ٹیکس ریٹرنز کے فائلرز کیلئے	۱۵ فیصد
(بی)	انکم ٹیکس ریٹرنز کے نان۔ فائلرز کیلئے	۲۰ فیصد

بینک کو نقد منافع منقسمہ کی رقم پر ۲۰ فیصد کے بجائے ۱۵ فیصد ٹیکس کی کٹوتی کے سلسلے میں وہ تمام شیئر ہولڈرز جن کے نام ایف بی آر کی ویب سائٹ پر فراہم کردہ ایکٹو ٹیکس پیئرز لسٹ (ATL) میں موجود نہیں ہیں، باوجود اس کے کہ وہ فائلرز ہیں انہیں ہدایت دی جاتی ہے کہ وہ نقد منافع منقسمہ کی ادائیگی کی تاریخ یعنی ۲۷ مارچ ۲۰۱۹ء سے پہلے اے ٹی ایل میں اپنے ناموں کی موجودگی کو یقینی بنائیں بصورتِ دیگر ان کے نقد منافع منقسمہ پر ٹیکس کی کٹوتی ۱۵ فیصد کے بجائے ۲۰ فیصد کی شرح سے کی جائے گی۔

ایف بی آر کے احکامات کے مطابق جوائنٹ اکاؤنٹس کے ضمن میں ودہولڈنگ ٹیکس کا تعین پرنسپل شیئر ہولڈر اور جوائنٹ شیئر ہولڈرز کی ''فائلر/نان فائلر'' حیثیت سے ان کی شیئر ہولڈنگ کی شرح کے مطابق جداگانہ طور پر کیا جائے گا۔ وہ ممبران جن کے شیئرز جوائنٹ شیئر ہولڈرز کے ساتھ ہیں ان سے درخواست ہے کہ وہ پرنسپل شیئر ہولڈر اور جوائنٹ شیئر ہولڈرز کے شیئرز کا تناسب بینک کے شیئر رجسٹرار کو مندرجہ ذیل فارمیٹ میں ارسال کریں۔

بینک کا نام	فولیو/سی ڈی سی اکاؤنٹ نمبر	مجموعی شیئرز	پرنسپل شیئر ہولڈر		جوائنٹ شیئر ہولڈر (ہولڈرز)	
			نام اور سی این آئی سی نمبر	شیئر ہولڈنگ کا تناسب (شیئرز کی تعداد)	نام اور سی این آئی سی نمبر	شیئر ہولڈنگ کا تناسب (شیئرز کی تعداد)

درکار معلومات ہمارے شیئر رجسٹرار کو ۱۵ مارچ ۲۰۱۹ء تک فراہم نہ کرنے کی صورت میں یہ تصور کیا جائے گا کہ شیئر مساوی شرح سے ہیں۔

کارپوریٹ ادارے کی صورت میں منافع منقسمہ کی آمدنی سے ودہولڈنگ ٹیکس سے استثنیٰ صرف اس صورت میں دیا جائے گا اگر ٹیکس سے استثنیٰ کے سرٹیفکیٹ کی کارآمد کاپی ۱۵ مارچ ۲۰۱۹ء تک ہمارے شیئر رجسٹرار کو لازماً فراہم کردی جائے۔

۸۔ **آڈٹ شدہ مالیاتی حسابات بذریعہ ای میل**

ایس ای سی پی نے بذریعہ اپنے نوٹیفکیشن SRO 787(I)/2014 مورخہ ۸ ستمبر ۲۰۱۴ء آڈٹ شدہ مالیاتی حسابات کو سالانہ اجلاسِ عام کے نوٹس کے ہمراہ ممبران کو بذریعہ ای میل ارسال کرنے کی اجازت دی ہے۔ سالانہ رپورٹ ۲۰۱۸ء کی سافٹ کاپیاں بشمول آڈٹ شدہ مالیاتی حسابات اور سالانہ اجلاسِ عام کے نوٹس ممبران کو مذکورہ بالا مقاصد کیلئے ان کی جانب سے فراہم کردہ ای میل ایڈریسز پر ارسال کی جارہی ہیں۔ بینک کے دیگر ممبران جو سالانہ رپورٹ کی سافٹ کاپی وصول کرنے کے خواہشمند ہوں، ان سے درخواست ہے کہ وہ اپنے ای میل ایڈریسز بذریعہ رضامندی فارم ہمارے شیئر رجسٹرار کو ارسال کردیں۔ الیکٹرانک ٹرانسمیشن کیلئے رضامندی کا یہ فارم بینک کی ویب سائٹ www.bankalhabib.com سے ڈاؤن لوڈ کیا جاسکتا ہے۔ آڈٹ شدہ مالیاتی حسابات بمع رپورٹس کے مذکورہ ویب سائٹ پر مہیا کئے جارہے ہیں۔

ممبران سے یہ درخواست بھی کی جاتی ہے کہ اپنے رجسٹرڈ ای میل ایڈریسز میں کسی بھی تبدیلی کی صورت میں ہمارے شیئر رجسٹرار کو مذکورہ بالا مقصد کیلئے آگاہ کریں۔

۹۔ **وڈیو لنک سہولت کیلئے رضامندی**

اس سالانہ اجلاسِ عام کے لئے درج ذیل شرائط کے تحت ممبران کراچی میں وڈیو لنک کی سہولت بھی حاصل کرسکتے ہیں۔

اگر بینک کو ایک جغرافیائی حدود میں مقیم کم از کم ۱۰ فیصد شیئر ہولڈنگ کے حامل ممبران کی جانب سے وڈیو لنک کے ذریعے اجلاس میں شرکت کے سلسلے میں اجلاس کی تاریخ سے کم از کم ۷ روز قبل رضامندی کا فارم موصول ہوا تو بینک اس شہر میں وڈیو لنک کا انتظام کرے گا اور ان کو اجلاسِ عام کی تاریخ سے قبل مقام کے بارے میں آگاہ کردیا جائے گا۔

اس سلسلے میں وہ ممبران جو کراچی میں وڈیو لنک کی سہولت کے ذریعے شرکت کے خواہشمند ہوں وہ درج ذیل فارمیٹ کے مطابق باقاعدہ دستخط شدہ درخواست اجلاس کی تاریخ سے کم از کم ۷ دن قبل بینک کے رجسٹرڈ ایڈریس پر ارسال کردیں۔

میں/ہم ________ سکنہ ________ بحیثیت بینک الحبیب لمیٹڈ کے ایک ممبر حامل ________ عمومی شیئر/(شیئرز) بمطابق رجسٹرڈ فولیو نمبر/
سی ڈی سی ذیلی اکاؤنٹ نمبر ________ بذریعہ ہٰذا کراچی میں وڈیو لنک کی سہولت کے لئے خواہشمند ہوں/ہیں۔

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ممبر کے دستخط