

# NOTICE OF 73rd ANNUAL GENERAL MEETING

Notice is hereby given that 73rd Annual General Meeting of Allied Bank Limited will be held at Palace Hall, Pearl Continental Hotel, Lahore on Thursday, March 28, 2019 at 11:00 a.m. to transact the following business:

## Ordinary Business:

1. To confirm minutes of the Extraordinary General Meeting of Allied Bank Limited held on August 27, 2018. To view the minutes, direct link is:

<https://www.abl.com/src/uploads/2018/09/Minutes-of-EOGM-ABL-27-08-2018.pdf>

2. To receive, consider and adopt the Annual Audited Financial Statements of the Bank (consolidated and unconsolidated) for the year ended December 31, 2018 together with the Directors' and Auditors' Reports thereon.

As required under Section 223(7) of the Companies Act 2017 and SECP SRO 634(I)/2014, Financial Statement and Reports of the Bank have been uploaded on the website of the Bank which can be downloaded using the following link:

<https://www.abl.com/services/downloads/financial-reports/>

3. To consider and approve Final Cash Dividend @ 20% (i.e. Rs. 2.00 per share) as recommended by the Board of Directors. This Final Cash Dividend would be in addition to 60% Interim Cash Dividends (aggregating Rs.6.00 per share) already paid to the shareholders for the year ended December 31, 2018.
4. To appoint Statutory Auditors of the Bank for the year ending December 31, 2019 and fix their remuneration. The retiring auditors M/s. KPMG Taseer Hadi & Co. Chartered Accountants, being eligible has offered themselves for reappointment. The audit firm appointed will hold office till conclusion of the next AGM to be held in the year 2020.

## Special Business:

5. To accord post facto approval for upward revision in the Directors' fee for attending Board and its Sub-Committees meetings from Rs.150,000/- to Rs.250,000/- per meeting w.e.f. February 13, 2019.

\*Note: A Statement under section 134 (3) of the Companies Act, 2017 is appended.

Other Business:

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

Date: March 06, 2019  
(Lahore)

By Order of the Board

Muhammad Raffat  
Company Secretary

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

ITEM NO.5: To accord post facto approval for upward revision in the Directors' fee for attending meetings of Board and its Sub Committees.

In view of the Board's responsibilities and enhanced role as well as to comply with the prevailing laws, rules and regulations, the Directors have to devote considerable time and expertise in the overall stewardship of the Bank.

The Board, in its 237th meeting held on February 13th & 14th 2019 decided to increase fee payable to Non-Executive Directors including Independent Directors for attending meetings of the Board and its Sub Committees, from Rs. 150,000/- to Rs. 250,000/- per meeting, along with usual travelling and accommodation expenses as allowed in terms of Article 82 of Articles of Association of the Bank. In terms of SBP Prudential Regulation G-1 clause "C-2", the matter is being placed before the shareholders for post facto approval.

In this respect, the following Ordinary Resolution is proposed to be adopted:

"Resolved that Directors' Fee payable to Non-Executive Directors including Independent Directors for attending meetings of the Board and its Sub Committees be and is hereby increased from Rs. 150,000/- to Rs. 250,000/- per meeting with effect from February 13, 2019 and the decision of the Board of Directors of Allied Bank Limited in this regard is hereby ratified."

## NOTES:

- i) All members are entitled to attend and vote at the Meeting.
- ii) A member entitled to attend and vote is entitled to appoint a proxy under his / her own hand or through his/ her duly authorized attorney to attend and vote instead of himself / herself; and the proxy must be a member of Allied Bank Limited.
- iii) The instrument of proxy and the power of attorney or other authority (if any) under which it is signed, or a notarized certified copy of that power of attorney or authority in order to be effective must be reached at the Registered Office of Allied Bank Limited not less than 48 hours before the start time of the Meeting.
- iv) Share Transfer Books of Allied Bank Limited will remain closed from Friday 22nd March, 2019 to Thursday 28th March, 2019 (both days inclusive). Share transfers requests received at M/s. Central Depository Company of Pakistan Limited, CDC House, 99-B, Block-B, S.M.C.H.S., Main Shakra-e-Faisal, Karachi, Share Registrar of the Bank before the close of business on Thursday 21st March, 2019 will be treated as being in time for the purpose of transfer of shares.
- v) Members are requested to immediately notify the changes, if any, in their registered addresses to the Bank's Shares Registrar M/s. Central Depository Company of Pakistan Limited, before book closure.

- vi) Members may exercise their right to vote as per provisions of the Companies (Postal Ballot) Regulations, 2018, subject to the requirements of Section 143 & 144 of the Companies Act 2017. Further, details in this regard will be communicated to the shareholders within legal time frame as stipulated under these Regulations, if required.
- vii) CDC Account Holders will have to follow the under mentioned guidelines as laid down by the Securities and Exchange Commission of Pakistan.

A. For Attending the Meeting:

- i) In case of individuals, the Account Holder or Sub-account Holder and / or the person whose securities are in group account and their registration details are uploaded as per the Regulations, shall authenticate their identity by showing original valid Computerized National Identity Card (CNIC) or original passport at the time of attending the Meeting.
- ii) In case of corporate entity, the resolution of Board of Directors / Power of Attorney with specimen signature of the nominee shall be produced (if it has not been provided earlier) at the time of attending the Meeting.

B. For Appointing Proxies:

- i) In case of individuals, the Account Holder or Sub-Account Holder and / or the person whose securities are in group account and their registration details are uploaded as per the Regulations, shall submit proxy form as per the above mentioned requirements.
- ii) The proxy form shall be witnessed by two persons whose names, addresses and CNIC numbers shall be mentioned on the form.
- iii) Attested copies of valid CNIC or the passport of the beneficial owners and the proxy shall be furnished with the proxy form.
- iv) The proxy shall produce his / her original CNIC or original passport at the time of the Meeting.
- v) In case of corporate entity, the resolution of Board of Directors / Power of Attorney with specimen signature shall be produced along with the proxy form of the Company.
- vi) Proxy Form is enclosed.

## Form of Proxy

73<sup>rd</sup> Annual General Meeting  
Allied Bank Limited

I/We \_\_\_\_\_ S/o/ D/o/ W/o \_\_\_\_\_  
of \_\_\_\_\_ being a  
member of Allied Bank Limited and holder of \_\_\_\_\_ ordinary shares as per share Registered Folio No. \_\_\_\_\_  
and/or CDC Participant ID No. \_\_\_\_\_ and Account/sub-account No. \_\_\_\_\_ do hereby appoint Mr./Mrs./Miss \_\_\_\_\_  
Folio No./CDC No. \_\_\_\_\_ of \_\_\_\_\_ failing him/her, Mr./Mrs./Miss \_\_\_\_\_ Folio No./ CDC No. \_\_\_\_\_  
of \_\_\_\_\_ as my/our proxy and to attend, act and vote for me/us on my/our behalf at the 73<sup>rd</sup> Annual General Meeting of  
the Bank to be held on Thursday, the March 28, 2019 and at any adjournment thereof in the same manner as I/we myself/ourselves would vote if  
personally present at such meeting.

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2019.

### Witness

1. Signature \_\_\_\_\_  
Name \_\_\_\_\_  
Address \_\_\_\_\_  
CNIC # \_\_\_\_\_

AFFIX  
Revenue  
Stamp of Rs. 5/-

Signature  
The signature should  
agree with the specimen  
registered with the Company

### Witness

2. Signature \_\_\_\_\_  
Name \_\_\_\_\_  
Address \_\_\_\_\_  
CNIC # \_\_\_\_\_

### IMPORTANT NOTES:

1. A member entitled to attend and vote at a meeting is entitled to appoint another person as a proxy to attend, speak and vote for him/her. The proxy appointed should be a member of Allied Bank Limited.
2. For additional copies of the instrument of proxy, the shareholder may use photocopies of the instrument.
3. An instrument of proxy and a Power of Attorney or other authority (if any) under which it is signed, or notarized copy of such Power of Attorney must be valid and deposited at the Registered Office of the Bank not less than 48 hours before the time of the Meeting. In calculating the 48 hours, no account shall be taken of any part of the day that is not a working day.
4. **For CDC Account holders/Corporate Entities:**
  - i) Attested copies of Computerized National Identity Cards (CNIC) or the Passport of the beneficial owners and the proxy shall be provided with proxy form.
  - ii) The proxy shall produce his/her original CNIC or Passport at the time of meeting.
  - iii) In case of corporate entity, the Board of Directors' resolution/power of attorney with specimen signatures shall be submitted along with proxy form to the company.
5. If a member appoints more than one proxy and more than one instrument of proxies are deposited with the Share Registrar, all such instruments of proxy shall be rendered invalid.
6. Members are requested to immediately notify changes in their registered address, if any, to Bank's Share Registrar M/s. Central Depository Company of Pakistan Limited, CDC House, 99-B, Block-B, S.M.C.H. Society, Main Shahra-e-Faisal Karachi, before start of the book closure.

میں مسی / مسماة \_\_\_\_\_ ولد / زوجہ \_\_\_\_\_ ساکن \_\_\_\_\_ ضلع \_\_\_\_\_  
بحیثیت ممبر الائیڈ بینک لمیٹڈ اور حامل عام حصص بمطابق شیئرز رجسٹر فوئیو نمبر \_\_\_\_\_ اور ایسی ڈی سی شراکت دار آئی ڈی نمبر \_\_\_\_\_ اور اکاؤنٹ / ذیلی اکاؤنٹ نمبر \_\_\_\_\_  
محترم / محترمہ \_\_\_\_\_ فوئیو نمبر \_\_\_\_\_ اور ایسی ڈی سی شراکت دار آئی ڈی نمبر \_\_\_\_\_ اور اکاؤنٹ / ذیلی اکاؤنٹ نمبر \_\_\_\_\_ عدم دستیابی  
کی صورت میں محترم / محترمہ \_\_\_\_\_ فوئیو نمبر \_\_\_\_\_ اور ایسی ڈی سی شراکت دار آئی ڈی نمبر \_\_\_\_\_ کو اپنے / ہمارے ایماء پر بطور مختار (پراکسی) مقرر کرتا /  
کرتی / کرتے ہیں تاکہ وہ میری جگہ میری / ہماری طرف سے بینک کو اجلاس عام جو تاریخ 28 مارچ 2019 بروز جمعرات منعقد ہو رہا ہے میں اور یا اس کے کسی ملتوی شدہ اجلاس میں شرکت  
کرے، بات کرے اور حق رائے دہی استعمال کرے بالکل اس طرح جیسے اگر میں / ہم خود اس جگہ موجود ہوتا / ہوتے۔

میرے دستخط بتاریخ \_\_\_\_\_ 2019ء

گواہ نمبر 1

نام \_\_\_\_\_

پتہ \_\_\_\_\_

شناختی کارڈ نمبر \_\_\_\_\_

دستخط \_\_\_\_\_

گواہ نمبر 2

نام \_\_\_\_\_

پتہ \_\_\_\_\_

شناختی کارڈ نمبر \_\_\_\_\_

دستخط \_\_\_\_\_

پانچ روپے کا ریونیو سٹیپ

دستخط بینک میں رجسٹرڈ نمونے  
سے مطابقت رکھنے چاہیے۔

اہم نوٹ :-

- 1) اجلاس میں شرکت کرنے، ووٹ دینے کے اہل رکن کو اپنا / اپنی پراکسی مقرر کر سکتا ہے، جس کو شرکت کرنے، بولنے اور ووٹ دینے کا حق حاصل ہوگا۔ مقررہ پراکسی کو الائیڈ بینک لمیٹڈ کا ممبر ہونا چاہیے۔
- 2) اگر کوئی شراکت دار اضافی پراکسی فارم استعمال کرنا چاہے تو وہ اس فارم کی فوٹو کاپی استعمال کر سکتا ہے۔
- 3) پراکسی مقرر کئے جانے سے متعلق دستاویز (INSTRUMENT) اور پاور آف اٹارنی (POWER OF ATTORNEY) یا دیگر کوئی اور اتھارٹی جس کے تحت اس پر دستخط کئے گئے ہیں یا اس پاور آف اٹارنی کی نوٹری سے تصدیق شدہ نقل کو موثر ہونے کے لئے الائیڈ بینک لمیٹڈ کے رجسٹرڈ آفس میں اجلاس کے وقت سے کم از کم 48 گھنٹے قبل لازماً جمع کروانا ہوگی۔ واضح رہے کہ 48 گھنٹے میں چھٹی کا دن شامل نہیں ہوگا
- 4) سی ڈی سی اکاؤنٹ رکھنے والوں / کارپوریٹ اداروں کے لیے:
- \* مستفید مالکان کو شناختی کارڈ / پاسپورٹ کی تصدیق شدہ نقل پراکسی فارم کے ساتھ جمع کروانا ہوگی۔
- \* اجلاس کے موقع پر پراکسی اپنا اصل شناختی کارڈ یا پاسپورٹ مہیا کرے گا / کرے گی۔
- \* کارپوریٹ ادارہ ہونے کی صورت میں بورڈ آف ڈائریکٹرز کی قرارداد / مختار نامہ مخصوص دستخط کے ساتھ پراکسی فارم کے ساتھ کمپنی کو جمع کروانا ہوگی۔
- 5) اگر ایک رکن ایک سے زیادہ پراکسی مقرر کرتا ہے اور شیئرز رجسٹر کے پاس رکن کی طرف سے پراکسی فارم کی ایک سے زائد دستاویزات جمع کرائی جاتی ہیں تو پراکسی کی ایسی تمام دستاویزات کا عدم تصور ہوں گی۔
- 6) ممبران سے درخواست ہے کہ وہ اپنے رجسٹرڈ پتہ میں تبدیلی سے، اگر کوئی ہو، بینک کے شیئرز رجسٹر اریمرز سینٹرل ڈیپازٹری کمپنی آف پاکستان لمیٹڈ، سی ڈی سی ہاؤس، 99-B، ایس ایم سی ایچ سوسائٹی مین شاہراہ فیصل، کراچی کو فوری طور پر مطلع کریں۔ ایسی درخواستیں کتب کی بندش سے قبل پہنچ جانا چاہئیں۔



AFFIX  
CORRECT  
POSTAGE

**Company Secretary  
Allied Bank Limited**

Head Office / Registered Office  
3 Tipu Block, Main Boulevard  
New Garden Town  
Lahore – Pakistan.  
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