

NATIONAL



NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is hereby given that Extraordinary General Meeting of Security Investment Bank Limited (the Company) will be held at Office No. 1, 1st Floor, Jinnah Plaza, 1-10 Market, Islamabad, on Saturday, 23 June 2019 at 9:00 a.m. to transact the following business:

ORDINARY BUSINESS

- To confirm the minutes of the Twenty Eight Annual General Meeting held on 28 April 2018.
- To elect Directors of the Company for a term of three years commencing from June 23, 2019 in accordance with the provisions of Section 154 of the Companies Act, 2017.
 - Pursuant to Section 158(1) and (2)(a) of the Companies Act, 2017, the Directors through a Resolution passed in the Board meeting held on 28 April 2018 have fixed the number of Directors at 7 (Seven).
 - Pursuant to Section 158(2)(b) of the Companies Act, 2017, names of the retiring Directors are:

a) Hafiz Jan Muhammad	v) Mr. Muhammad Shabb
b) Mr. Muhammad Hashim	w) Mr. Kamal Muhammad Mune
c) Mr. Shabbir Asim Raza	x) Mr. Zahir ul Shabbir
d) Mr. Shabbir Asim Raza	
- To transact any other business with the permission of the Chair

By Order of the Board
Shabbir Ahmad
Chairman

Karachi
Dated: 4 June 2019

NOTES

- The share transfer books of the Company will remain closed from 23 June 2019 to 23 June 2019 (both days inclusive) and no request for transfer of shares will be accepted for registration. Transfers received at Company's Share Registrar (S.R.) C.I.T. Management Associates (Private) Limited, Room Number 404, Trade Tower, Abdullah Husein Road, Karachi, by the close of business on 23 June 2019 will be considered in time for the purpose.
- Pursuant to Companies (Postal Ballot) Regulations 2018, for the purpose of election of Directors and for any other agenda item subject to the requirements of Sections 143 and 144 of the Companies Act, 2017, members will be allowed to exercise their right of vote through postal ballot, that is voting by post or through any electronic mode, in accordance with requirements and procedures contained in the aforesaid regulations.
- A member of the Company entitled to attend and vote at the General Meeting may appoint a person/proxy/representative as proxy to attend and vote in place of member at the meeting. Proxy in order to be effective must be received at the Company's registered office duly stamped and signed not later than 48 hours before the time of holding meeting. A member cannot appoint more than one proxy. Attached copy of shareholders' CMC must be attached with the proxy form.
- The CMC/Hub account holders are required to follow the under mentioned guidelines:
 - For attending the meeting:
 - 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 updated as per the regulations, shall authenticate details by showing his/her original Computerized National Identity Card (CNIC) or original passport at the time of attending the meeting.
 - In case of corporate entity, the Board of Directors' resolution/cover of attorney with specimen signature of the company shall be produced at the time of meeting.
 - For depositing shares:
 - 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 updated as per the regulations, shall submit the proxy form as per the above requirements.
 - The proxy form shall be witnessed by the two persons whose names, addresses and CNIC numbers shall be mentioned on the form.
 - Admitted copies of CMC or the passport of the beneficial owners and the proxy shall be furnished with the proxy form.
 - The proxy shall produce higher original CMC or original passport at the time of the meeting.
 - In case of corporate entity, the Board of Directors' resolution/cover of attorney with specimen signature shall be submitted to the Company along with proxy form.
- Members are requested to promptly notify any change in their mailing address, E-mail address and contact details to the Company Share Registrar Office.
- Members, having physical shares, are advised to intimate any change in their registered address and the shareholders who have not yet submitted addresses of their Computerized National Identity Cards (CNIC) are requested to send the same at the earliest.
- Shareholders who wish to receive annual report and notice of the General Meeting through e-mail, their particulars, i.e. Name, Follow CMC AC No., E-mail Address, Contact Number, CNIC Number (attach copy). Shareholders are also requested to notify immediately any change in their E-mail address to the Company Share Registrar Office.

STATEMENT OF MATERIAL FACTS UNDER SECTION 156(3) OF THE COMPANIES ACT, 2017 IN RESPECT OF ELECTION OF DIRECTORS:

- Any member who seeks to contest an election to the office of Director, whether he is a retiring director or otherwise, shall file with the Company at its registered office not later than 14 days before the date of the above said meeting:
- Notice of his/her intention to offer himself/herself for election as Director in terms of Section 156(3) of the Companies Act, 2017.
 - Consent to act as Director on Form-25, duly completed and signed by the candidate as required under Section 156(3) of the Companies Act, 2017.
 - Detailed profile along with the office address for placement on the Company's website seven (7) days prior to the date of election.
 - Signed declaration to the effect that he/she is aware of the duties and responsibilities of directors under the Companies Act, 2017, Memorandum and Articles of Association of the Company, Rules Book of Pakistan Stock Exchange and the Listed Companies (Code of Corporate Governance) Regulations, 2017, and other relevant laws and regulations.
 - Signed declaration to the effect that he/she is compliant with the requirements and eligibility criteria as set out in the Companies Act, 2017 and Listed Companies (Code of Corporate Governance) Regulations, 2017 to be appointed as a Director/Independent Director of the listed Company.
 - Attached copy of valid CMC/Passport and NTN.
 - Independent Directors will be elected through the process of election of directors in terms of Section 156(3) of the Companies Act, 2017 and they shall must the criteria laid down under Section 156(3) of the Companies Act, 2017.

CONSENT FOR VIDEO CONFERENCE FACILITY

Members can also avail video conference facility at Karachi and Islamabad. In the regard, please fill the following request and submit to registered address of the Company 10 days before holding of general meeting. If the company receives consent from members holding in aggregate 10% or more shareholding residing at a geographical location, to participate in the meeting through video conference at least 10 days prior to date of meeting, the company will arrange video conference facility in that city subject to availability of such facility in that city. The Company will intimate members regarding venue of video conference facility at least 5 days before the date of general meeting along with complete information necessary to enable them to access such facility.

I/We, _____ of _____ being a member of Security Investment Bank Limited (hereby) as per Register Folio _____ (Ordinary Share) hereby consent for video conference facility at _____.

Signature of member

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 - In case of corporate entity, the Board of Directors' resolution/cover of attorney with specimen signature of the company shall be produced at the time of meeting.
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 - The proxy form shall be witnessed by the two persons whose names, addresses and CNIC numbers shall be mentioned on the form.
 - Admitted copies of CMC or the passport of the beneficial owners and the proxy shall be furnished with the proxy form.
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 - Detailed profile along with the office address for placement on the Company's website seven (7) days prior to the date of election.
 - Signed declaration to the effect that he/she is aware of the duties and responsibilities of directors under the Companies Act, 2017, Memorandum and Articles of Association of the Company, Rules Book of Pakistan Stock Exchange and the Listed Companies (Code of Corporate Governance) Regulations, 2017, and other relevant laws and regulations.
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