



# HABIBMETRO



HO/CS/13592/2020  
March 9, 2020

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

Dear Sir,

**TEXT OF NOTICE OF ANNUAL GENERAL MEETING**

In accordance with the Clause 5.6.4.(b) of the Rule Book of Pakistan Stock Exchange. Please find enclosed herewith a text of Notice of Annual General Meeting which would be published on March 10, 2020.

Yours truly,

**Ather Ali Khan**  
Company Secretary

Encl.

## NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Twenty Eighth Annual General Meeting of the shareholders of Habib Metropolitan Bank Ltd. will be held at the Jinnah Auditorium, The Institute of Bankers Pakistan, Moulvi Tamizuddin Khan (M. T. Khan) Road, Karachi on Tuesday, March 31, 2020 at 9.00 a.m. to transact the following business:

### ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Accounts, standalone as well as consolidated, of the Bank for the year ended December 31, 2019 together with the Directors' and Auditors' reports thereon.
2. To approve, as recommended by the Board of Directors, final dividend @ 25% (Rs. 2.50 per share) in the form of cash for the year ended December 31, 2019.
3. To elect 8 (eight) Directors as fixed by the Board.
4. To appoint Auditors for the financial year ending December 31, 2020 and fix their remuneration. The present Auditors, Messrs. KPMG Taseer Hadi & Co., Chartered Accountants, being eligible, offer themselves for re-appointment.

### SPECIAL BUSINESS

5. To approve remuneration paid to the directors during the year ended December 31, 2019.
6. To approve Directors' Remuneration Policy in terms of State Bank of Pakistan's BPRD Circular No. 03 dated August 17, 2019.
7. To approve alteration in Article 106 of the Articles of Association of the Bank.

A statement of material fact under section 134(3) of the Companies Act, 2017 relating to the aforesaid special businesses to be transacted at the said Annual General Meeting is being sent to all shareholders along with the notice.

### ANY OTHER BUSINESS

8. To consider any other business with the permission of the Chair.

By Order of the Board

**ATHER ALI KHAN**  
Company Secretary

Karachi: March 10, 2020

### NOTES:

1. The number of directors to be elected pursuant to Section 159(1) of the Companies Act, 2017, has been fixed at 8 (eight). The following are the retiring directors:  
  
Mr. Ali S. Habib, Mr. Anjum Z. Iqbal, Mr. Firasat Ali, Mr. Mohomed Bashir, Mr. Mohamedali R. Habib, Mr. Muhammad H. Habib, Mr. Sohail Hasan, and Mr. Tariq Ikram.
2. Any shareholder desirous to contest the election of Directors shall file the following with the Company Secretary of the Bank at its Registered Office, Spencer's Building, I.I. Chundrigar Road, Karachi, not later than fourteen days before the day of the above said meeting:



- a) Intention to offer himself / herself for the election in terms of Section 159(3) of the Companies Act, 2017 together with a consent on Form 28.

The candidate should also confirm that he / she is:

- (i) not ineligible to become a director of the Bank under any applicable laws, rules and regulations.
  - (ii) or his/her spouse is engaged in the business of brokerage or is a sponsor or director or officer of a corporate brokerage house and / or exchange company.
  - (iii) not serving as a director in more than seven listed companies.
- b) 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 also meet the criteria laid down under BPRD Circular No. 15 of 2016 of December 28, 2016 issued by SBP and Section 166 of the Companies Act, 2017.
- c) Fit & Proper Test, Affidavit and a completed questionnaire as required in terms of Prudential Regulations issued by the State Bank of Pakistan along with other documents customary and / or as communicated vide BPRD Circular No. 4 of April 23, 2007. BPRD Circular No. 5 of March 12, 2015 and BPRD Circular No. 9 of October 18, 2018.

As required under the Listed Companies (Code of Corporate Governance) Regulations, 2019, minority shareholders, will be facilitated to contest the election.

3. A shareholder entitled to attend and vote at this meeting may appoint another shareholder as his/her proxy to attend the meeting and vote for him/her, in terms of Section 137 of the Companies Act, 2017. Proxy form is enclosed with the Annual report. A proxy must be a shareholder of the Bank. In order to be effective, proxies must be received at the Registered Office of the Bank, duly stamped, signed and witnessed, not less than 48 (forty-eight) hours before the meeting.
4. CDC account holders and sub-account holders are required to bring with them their original National Identity Card or Passport along with the Participants ID Numbers and their account numbers in order to facilitate identification. In case of corporate entity, the Board of Directors' resolution / power of attorney with specimen signature of the nominee is also required.
5. Shareholders are requested to notify the change of addresses, if any.
6. The share transfer book of the Bank will remain closed from March 20, 2020 to March 31, 2020 (both days inclusive).

**Bank Account Details for Payment of Cash Dividend:**

In accordance with the Section 242 of the Companies Act, 2017, any cash dividend shall only be paid through electronic mode directly into the bank account designated by the entitled shareholder. Therefore, please provide the following information to the Bank's Share Registrar along with a copy of your valid CNIC:

Details of Shareholder	
Name of shareholder	
Folio / CDS Account No.	
CNIC No.	
Cell number of shareholder	
Landline number of shareholder, if any	
Email Address (Mandatory)	
Details of Bank Account	
Title of Bank Account	





International Bank Account Number (IBAN) "Mandatory"	PK _____ (24 digits)
Bank's Name	
Branch Name	
Branch Address	
It is stated that the above-mentioned information is correct and in case of any change therein, I / we will immediately intimate Participant / Share Registrar accordingly.	
_____ Signature of shareholder	

**Mandatory Submission of CNIC:**

Pursuant to the directives of the Securities & Exchange Commission of Pakistan (SECP), shareholders having shares in physical form are requested to submit a copy of their valid CNIC (if not already provided) to the Bank's Share Registrar without any delay.

**Deduction of Withholding Tax from Dividend:**

The Government of Pakistan through Finance Act, 2019 has made certain amendments in section 150 of the Income Tax Ordinance, 2001 whereby different rates prescribed for deduction of withholding tax on the amount of dividend paid by the companies. These tax rates are as under:

- (a) For filers of income tax returns: 15%
- (b) For non-filers of income tax returns: 30%

To enable the Bank to make tax deduction on the amount of cash dividend @ 15% instead of 30%, all shareholders whose names are not entered in 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 at the earliest possible (as and when declared) otherwise tax on their cash dividend will be deducted @ 30%.

For Shareholders holding their shares jointly as per the clarification issued by the FBR withholding tax will be determined separately on 'Filer/Non-Filer' status of Principal shareholder as well as joint-holder(s) based on their shareholding proportions. Therefore, all shareholders who hold shares jointly are required to provide shareholding proportions of Principal Shareholder and Joint-holder(s) in respect of shares held by them as follows:

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

In case of non-receipt above information, the shareholding will be divided among the joint-holders equally.

**Unclaimed Shares and Dividends:**

A list of unclaimed shares and dividends is available on the Bank's website. The shareholders who could not collect their dividend / physical shares are advised to contact the Bank's Share Registrar to collect their unclaimed dividend or shares at the below address:

**CDC Share Registrar Services Limited**

CDC House, 99-B, Block-B, S.M.C.H.S., Main Shahra-e-Faisal, Karachi-74400 (Pakistan)

Tel: 0800-23275, Fax No. (92-21) 34326053, Email: [info@cdcsrsl.com](mailto:info@cdcsrsl.com), URL: [www.cdcsrsl.com](http://www.cdcsrsl.com)

**Availability of Annual Audited Accounts on website:**

The audited accounts of the Bank for the year ended December 31, 2019 have been made available on the Bank's website [www.habibmetro.com](http://www.habibmetro.com), additionally the annual and quarterly accounts for the prior years and periods are also available.



Further, this is to inform that in accordance with SRO # 470(I)/2016 dated May 31, 2016, the Shareholders of Habib Metropolitan Bank Limited in AGM held on March 30, 2017 had accorded their consent for transmission of annual reports including annual audited accounts and other information contained therein of the Bank through CD/DVD/USB instead of transmitting the same in hard copies. The shareholders who wish to receive hard copies of the aforesaid documents may send to the Company Secretary / Share registrar, the standard request form available on the Bank's website and the Bank will provide the aforesaid documents to the shareholders on demand, free of cost, within one week of such demand.

**Transmission of Annual Audited Accounts & Notice through email:**

The Shareholders who are interested in receiving the annual reports and notice of annual general meeting electronically through email in future are requested to send their email addresses on the consent form placed on the Bank's website.

The Shareholders, in general, are encouraged to have their email addresses and cell numbers registered with the Bank through its Share Registrar.

**Video Conference Facility:**

In terms of the Companies Act, 2017, shareholders residing in a city other than Karachi holding at least 10% of the total paid up share capital may demand the facility of video-link for participating in the annual general meeting. The request for video-link facility shall be received by the Share Registrar at the address given hereinabove at least 7 days prior to the date of the meeting on the Standard Form available on the website of the Bank.

**Postal Ballot:**

Shareholders can exercise their right to poll subject to meeting the requirements of Sections 143 to 145 of the Companies Act, 2017 and applicable clause of Companies (Postal Ballot) Regulations, 2018. The right of vote can be exercised through postal or any electronic mode, in accordance with the requirements and procedure contained in the aforesaid regulations.

**Conversion of Physical Shares into Book-entry Form:**

The Shareholders having physical shareholding are advised to open CDC sub-account with any of the Stock Brokers or CDC Investor Account Services to place their physical shares into book-entry form. This will facilitate them in number of ways including safe custody and easy sale of shares at the time of need, as the trading of physical shares is not permitted under existing regulations of the Pakistan Stock Exchange Limited. Further, Section 72 of the Companies Act, 2017 states that every existing company shall be required to replace its physical shares with book-entry form in a manner as may be specified and from the date notified by the Commission, within a period not exceeding four years from the commencement of this Act.

