



Meezan Bank
The Premier Islamic Bank



March 8, 2021

CS/PSX-16/036/2021

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

PUBLICATION OF NOTICE OF 25th ANNUAL GENERAL MEETING
MEEZAN BANK LIMITED

Dear Sir,

السلام عليكم

Please find attached copies of Notices 25th Annual General Meeting of the Bank published nationwide today, Monday, **March 8, 2021**, in two newspapers namely **The Daily Express** (in urdu) and **"Business Recorder"** in English, instead of "The News" as informed to PSX vide letter No. CS/PSX-16/032/2021 dated March 5, 2021.

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

This is for your information and record.

Yours Sincerely,

Muhammad Sohail Khan
Company Secretary

Encls: As above.

Meezan Bank Ltd.

Head Office: Meezan House, C-25, Estate Avenue, SITE, Karachi - Pakistan.
PABX: (92-21) 38103500 UAN: 111-331-331 & 111-331-332 www.meezanbank.com



Meezan Bank
The Premier Islamic Bank

Notice of 25th Annual General Meeting

Notice is hereby given that the 25th Annual General Meeting of the Members of Meezan Bank Limited (the “Bank”) will be held Insha-Allah on Monday, March 29, 2021 at 9:30 a.m. at Meezan House C-25, Estate Avenue, SITE, Karachi, Pakistan, (physical and virtual meeting) to transact the following business:

ORDINARY BUSINESS

- 1. To confirm the minutes of the 24th Annual General Meeting held on March 26, 2020.
- 2. To receive, consider and adopt the Annual Audited Accounts of the Bank, Audited Consolidated Accounts for the year ended December 31, 2020 together with the Auditors’ Report, Directors’ Report and Chairman’s Review Report thereon.
- 3. To appoint auditors of the Bank for the year ending December 31, 2021 and to fix their remuneration. The present auditors, M/s EY Ford Rhodes., 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 Rs. 2 per share i.e. 20% in addition to Rs. 4 per share i.e. 40% interim cash Dividend already declared/paid alongwith 10% Bonus Shares for the year December 31, 2020.

SPECIAL BUSINESS

- 5. To consider and, if deemed fit, approve the Employees Share Option Scheme (ESOS) of the Bank and to pass the following resolutions as Special Resolutions, with or without amendments:

“RESOLVED that as recommended by the Board of Director of Meezan Bank Limited, the Employees Share Option Scheme (ESOS) as presented before the shareholders, be and is hereby approved and adopted and the Bank is hereby authorized to implement the ESOS, subject to procurement of regulatory approval(s) required for implementation of ESOS.

RESOLVED FURTHER THAT the Bank’s Human Resources, Remuneration and Compensation Committee (Compensation Committee) is hereby authorized to make such modifications to the ESOS as may be directed by the Securities and Exchange Commission of Pakistan and such modifications (if any) shall also be deemed to have been approved by the shareholders of the Bank through this resolution.

RESOLVED FURTHER THAT the Bank is hereby authorized to issue and allocate 70,736,139 (Seventy Million Seven Hundred and Thirty-Six Thousand and One hundred Thirty-Nine) new ordinary shares of the Bank of Rs. 10 each (representing 5% of the existing paid up share capital of the Bank and which may be adjusted upwards to account for any issuance of shares by way of bonus, rights and/or other than rights) by way of issuing new shares without a rights offering to the existing shareholders of the Bank pursuant to the Section 83 of the Companies Act, 2017.

RESOLVED FURTHER THAT the Chief Executive Officer and/or the Company Secretary of the Bank be and is hereby authorized to, singly, to initiate the regulatory approval process and do all acts, deeds and things, and to sign the required necessary documents in the matter with regard to the ESOS.”

- 6. To consider and if thought fit, pass the following special resolution, with or without modification, to increase the authorized share capital of the Bank from PKR 25,721,800,000/- to PKR 28,294,400,000 by creation of 2,829,440,000 new ordinary shares of PKR. 10/- each:

“RESOLVED THAT the authorized share capital of the Bank be increased from Rs. 25,721,800,000/- (Rupees Twenty-Five Billion Seven Hundred Twenty-One Million Eight Hundred Thousand only) to Rs. 28,294,400,000 (Rupees Twenty Eight Billion Two Hundred Ninety four Million four Hundred Thousand only) subject to completion of all legal formalities and necessary approvals and that the shareholders be and are hereby recommended to approve, as and by way of a special resolution, the amendments in the Memorandum of Association of the Bank for the increase in the authorized share capital, as set out below:

Clause V of the Memorandum of Association be and is hereby amended to read as follows:

“The share capital of the company is Rs. 28,294,400,000 (Rupees Twenty Eight Billion Two Hundred Ninety Four Million Four Hundred Thousand only) divided into 2,829,440,000 (Two Billion Eight Hundred Twenty Nine Million Four Hundred Forty Thousand) ordinary shares of Rs. 10/- each (Rupees ten each) with the power to increase or reduce the capital and to divide the shares in the capital for the time being into several classes.”

FURTHER RESOLVED THAT the Chief Executive Officer or Deputy Chief Executive Officer or Company Secretary (the “Authorised Representatives”) be and are hereby severally authorized to complete all legal formalities required under the applicable laws, rules, regulations etc. for the increase in the authorized capital of the Bank.”

- 7. To approve the remuneration paid/payable to the Chairman and Non-Executive Directors of the Bank for the year ended December 31, 2020 for attending Board Meetings and Meetings of the Committees formed by the Board and to approve and ratify the revision to the Director’s Remuneration Policy (approved in the 24th Annual General Meeting) and to pass the following resolutions as an ordinary resolutions:

“Resolved that the remuneration paid / payable to the Chairman and Non-Executive Directors of the Bank for the year ended December 31, 2020 for attending Board Meetings and Meetings of the Committees formed by the Board, as disclosed in note 39 of the Audited Financial Statements of the Bank be and is hereby approved.”

“Further resolved that the following resolution of the Board of Directors of the Bank passed on May 5, 2020 is ratified and approved.”

“RESOLVED that payment of normal fee for attending the Board Meeting through video conference be and is hereby approved, till the time the COVID-19 related travel restrictions exist.”

- 8. To transact any other business with the permission of the Chair.

Statements under section 134 (3) of the Companies Act, 2017 pertaining to special business are being provided along with the notice of AGM being sent to the shareholder.

By Order of the Board

Karachi

Muhammad Sohail Khan

February 18, 2021

Company Secretary

Notes:

i) CLOSURE OF SHARE TRANSFER BOOKS

The Members’ Register will remain closed from March 22, 2021 to March 29, 2021 (both days inclusive). Transfer received at the Share Registrar office, by the close of business on March 19, 2021 will be treated in time for the purpose of entitlement to receive the 20% cash dividend and attend, vote and speak in the Annual General Meeting.

ii) COVID-19 RELATED CONTINGENCY PLANNING FOR ANNUAL GENERAL MEETING

- SECP Circular No. 5 of 2020, dated March 17, 2020 requires modification of the usual planning of the Annual General Meeting for the well-being and safety of members. The members are encouraged to attend and vote in the Annual General Meeting via Zoom Link. According, members are requested to get themselves registered by sending their particulars at the designated email address agm@meezanbank.com giving particulars as per the below table by the close of business hours (5:00 PM) on March 24, 2021.

Name of Shareholders/Proxy	CNIC / Passport No.	Folio No./CDC Participant ID No.	Cell No.	Email Address
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- Link to video connectivity will be sent to the shareholders on their email addresses after necessary verification from the records.
- Shareholders will be able to log-in and participate in the Annual General Meeting proceedings through their smartphones or computer devices.
- The login facility will be opened from 09:00 a.m. till the end of meeting on March 29, 2021 enabling the participants to join the proceedings which will start at 09:30 a.m. sharp, Insha-Allah.
- In addition to the above, Shareholders can also give their suggestions/comments on the proposed agenda of Annual General Meeting by emailing at the designated email address agm@meezanbank.com

- iii) Copies of the Minutes of the 24th Annual General Meeting held on March 26, 2020 of Meezan Bank Limited are available for inspection by Members as required under Section 152 of the Companies Act, 2017.

For Attending the General Meeting:

- A member entitled to attend the Annual General Meeting may appoint any other member as his/her proxy to attend the meeting through video-link. A proxy form is enclosed.
- In case of individuals, the account holder or sub-accountholder and/or the person whose securities are in group account and their registration details are uploaded as per the Regulations, shall authenticate his identity by showing his original Computerized National Identity Card (“CNIC”) or original passport at the time of attending the Annual General Meeting.
- In case of a corporate entity, the Board of Directors’ resolution/power of attorney with specimen signature of the nominee shall be produced (unless it has been provided earlier) at the time of the Annual General Meeting.

VIDEO CONFERENCE FACILITY FOR ATTENDING GENERAL MEETINGS

If the Bank 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 07 days prior to date of Annual General Meeting, the Bank will arrange a video conference facility in that city subject to availability of such facility in that city.

To avail this facility, a request to be submitted to the registered address of the Bank 07 days before holding of the Annual General Meeting.

POSTAL BALLOT FACILITY

In case the Poll is demanded by the shareholders under Section 143 of the Companies Act 2017, the Company shall consider postal Balloting facility for voting, under the Companies (Postal Ballot) Regulations, 2018.

AVAILABILITY OF ANNUAL ACCOUNTS ON BANK’S WEBSITE

As required under Section 223 (7) of the Companies Act 2017, audited Financial Statements of the Bank have been uploaded on website of the Bank which can be downloaded from the Bank’s website: www.meezanbank.com/financial-information

TRANSMISSION OF ANNUAL AUDITED FINANCIAL STATEMENTS THROUGH CD:

The Bank has circulated Annual Financial statements to its members through CD at their registered address. A printed copy of the above referred statements can be provided to members upon request. The request form is available on the website of the Bank and may be accessed by clicking the link <https://www.meezanbank.com/wp-content/themes/mbi/downloads/Annual-Report-Request-Form.pdf>

TRANSMISSION OF ANNUAL REPORTS THROUGH E-MAIL:

The SECP through SRO No. 787(I)/2014 and SRO 470(I) of 2016 dated September 8, 2014, and May 31, 2016, respectively has provided an option for shareholders to receive Audited Financial Statements along with the notice of Annual General Meeting electronically through Email/CD/DVD/USB/ in hard copy. Hence, members who are interested in receiving the Annual Reports and notice of Annual General meeting electronically in future are requested to send their email addresses on the consent form placed on the Banks website, to the Bank’s Share Registrar.

THE FOLLOWING CIRCULARS / NOTIFICATIONS REQUIRE SPECIAL ATTENTION OF THE SHAREHOLDERS:

PAYMENT OF CASH DIVIDEND THROUGH ELECTRONIC MODE (E-DIVIDEND MANDATE) - MANDATORY

Under section 242 of the Companies Act, 2017, and Regulation No. 4 of the Companies (Distribution of Dividends) Regulations, 2017 it is mandatory for a listed company to pay cash dividend to shareholders only through electronic mode directly into the bank account designated by the entitled shareholders.

In order to receive dividend directly into bank account, shareholders whose IBAN are not updated are requested to fill the ‘E-Dividend Mandate Form’ available on Bank’s website and send it duly completed and signed along with a copy of valid CNIC to the Bank’s Share registrar, THK Associates (Pvt.) Ltd., Plot No. 32-C, Jami Commercial Street 2, D.H.A. Phase VII, Karachi -75500, Pakistan UAN 111-000-322, (in case of physical shares)

In case shares are held in CDC then the “E-Dividend Mandate Form” must be submitted directly to shareholder(s)/broker/participant/CDC account services.

Shareholders can directly register for e-Dividend Services by visiting CDC Portal: <https://eservices.cdcaccess.com.pk/public/index.xhtml>

E-Dividend Mandate Form	
Folio Number/CDC Sub Account Number	
Name of Shareholder	
Title of the Bank Account	
International Bank Account Number (IBAN)	
Name of Bank	
Branch Name, Branch Code, Address	
Cell and Landline number	
CNIC/ Passport No. (Attach copy)	
Signature of Shareholder	

SUBMISSION OF VALID CNIC COPY (MANDATORY)

In terms of Regulation No. 06 of the Companies (Distribution of Dividends) Regulations, 2017 read with Section 243(3) of the Companies Act, 2017, listed Companies are entitled to withhold payment of dividend, if shareholders have not provided copies of their valid Computerized National Identity Cards (“CNIC”)/ Passport Number as well as complete and valid details of designated bank accounts (IBAN) for direct credit of cash dividend.

The shareholders are therefore requested to submit a copy of their valid CNIC/NTN/Passport Number within ten (10) days from the date of this Notice to the Bank’s Registrar and Share Transfer Agent/CDC (as the case may be). In case the same have already been provided, then these instructions may be ignored.

The shareholder while sending CNIC must quote their respective folio numbers and names for identification purpose.

TAX IMPLICATION ON DIVIDENDS

The Government of Pakistan 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 dividend paid by the companies/banks. These rates are as per law.

To enable the Bank to make tax deduction on the amount of Cash Dividend, all the members whose names are not entered into the Federal Board of Revenue’s (FBR), Active Tax-Payers List (ATL), despite the fact that they are tax return filers, are advised to make sure that their names are entered into ATL, before the date of book closure for cash dividend; otherwise, tax on their cash dividend will be deducted as non-filer.

TAX ON JOINT SHAREHOLDING

All shareholders who hold shares jointly are requested to provide shareholding proportions of principal shareholder and joint-holder(s) in respect of shares held by them to our Shares Registrar, in writing as follows:

Folio/CDS	Total Shares	Principal Shareholder		Joint Shareholder	
		Name and CNIC No.	Shareholding Proportion (No. of Shares)	Name and CNIC No.	Shareholding Proportion (No. of Shares)

The required information must reach our Shares Registrar by the close of business (5:00 pm) on March 24, 2021 otherwise it will be assumed that the shares are equally held by principal shareholder and joint holder(s) and tax will be deducted according to the proportionate holding of each shareholder as clarified by the FBR vide its clarification letter No. I/54) Exp/2014-132872-R dated September 25, 2014.

TAX EXEMPTION CERTIFICATE

Shareholders claiming tax exemption under clause 47(B) of Part IV of the Second Schedule of Income Tax Ordinance, 2001 are requested to provide a valid exemption certificate under section 159 (1) of the Income Tax Ordinance, 2001 latest by March 19, 2021 to our Shares Registrar before the date of Book closure as required vide FBR clarification letter No. 1(43)DG (WHT) / 2008-Vol.II-66417-R dated May 12, 2015.

INTIMATION OF CHANGE OF ADDRESS AND DECLARATION OF NON-DEDUCTION OF ZAKAT

Members are requested to immediately notify regarding the change, if any, in their registered and/or e-mail addresses, in writing and their declaration for the non-deduction of Zakat (if applicable), to the Share Registrar and Transfer Agent of the Bank i.e. THK Associates (Pvt.) Ltd., Plot No. 32-C, Jami Commercial Street 2, D.H.A. Phase VII, Karachi -75500, Pakistan, UAN 111-000-322 (in case of Physical scrips) whereas Members/CDC Account holders are requested to contact their CDC Participant/CDC Account Services for the same, but no later than close of business hours (05:00 p.m.) March 24, 2021.

DEPOSIT OF PHYSICAL SHARES IN CDC ACCOUNT

As per Section 72 of the Companies Act 2017, every listed 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, i.e. May 30, 2017.

The Shareholders having physical shareholding are encouraged to open CDC sub-account with any of the brokers or investors Account directly with CDC to place their physical shares into scrip less form, this will facilitate them in many ways, including safe custody and sale of shares, any time they want, as the trading of physical shares is not permitted as per existing regulations of the Pakistan Stock Exchange.

UN-CLAIMED DIVIDENDS / SHARES

The shareholders are hereby informed that in accordance with section 244 of the Companies Act, 2017 and the unclaimed shares, Modaraba certificates, Dividend, other instruments and undistributed Assets Regulations, 2017, the companies are required to deposit cash dividends to the credit of the Federal Government and shares to the Commission, which are undelivered/unclaimed for a period of three (3) years or more from the date it is due and payable.

