



Bank AL Habib Limited

March 07, 2022

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. 5.6.9 (b) OF PAKISTAN STOCK EXCHANGE RULE BOOK**

As required under regulation 5.6.9 (b) of Pakistan Stock Exchange Rule Book, enclosed is the copy of Notice of Annual General Meeting of the Bank to be published in Newspapers (Business Recorder and Nawa-i-Waqt) on Tuesday, March 08, 2022.

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

Regards,

Yours truly,


Mohammad Taqi Lakhani
Company Secretary

Encl.: as above



Notice of Annual General Meeting

Notice is hereby given that the Thirty-first 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 Tuesday, March 29, 2022 at 10:30 a.m. to transact the following business. The shareholders may also attend the meeting through electronic means as advised by Securities and Exchange Commission of Pakistan (SECP).

1. To receive and adopt the Audited Annual Accounts and Consolidated Accounts of the Bank for the year ended December 31, 2021 together with the Reports of Chairman, Directors and Auditors.
2. To consider and approve payment of cash dividend @ 70%, i.e., Rs. 7.0 per share of Rs. 10/- each for the year ended December 31, 2021 as recommended by the Board of Directors.
3. To appoint auditors for the year 2022 and to fix their remuneration. EY Ford Rhodes, Chartered Accountants, being eligible, offer themselves for re-appointment.
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, 2019.

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

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

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

Special Business

6. To Consider and approve increase in Authorized Capital of the Bank from Rs. 15,000,000,000 (Rupees Fifteen Billion) to Rs. 25,000,000,000 (Rupees Twenty Five Billion).
7. To consider and approve the conversion terms of Tier 2 Term Finance Certificates of the Bank, issued in 2021 in the amount of Rs. 5,000,000,000 (Rupees Five Billion) into Ordinary Shares of the Bank upon occurrence of a conversion event if so required by the State Bank of Pakistan.
8. To consider and approve the conversion terms of Tier 1 Term Finance Certificates of the Bank, intended to be issued in 2022 in the amount of Rs. 7,000,000,000 (Rupees Seven Billion) into Ordinary Shares of the Bank upon occurrence of a conversion event if so required by the State Bank of Pakistan.
9. To consider and approve remuneration payable to Executive Director of the Bank.

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, 8 & 9 are annexed

By order of the Board

Karachi: March 08, 2022

MOHAMMAD TAQI LAKHANI
Company Secretary

Notes:

1. Participation in the Annual General Meeting (AGM) through Electronic Means:

The entitled shareholders who are interested to attend AGM through online platform and whose names appeared in the Books of the Bank by the close of business on March 18, 2022 are hereby requested to get themselves registered with the Company Secretary Office by providing the following details at the earliest but not later than 48 hours before the time of AGM (no account shall be taken of any part of the day that is not a working day) at agm@bankalhabib.com.



Name of Shareholder	CNIC No.	Folio Number /CDC No.	Cell Number	Email Address

Upon receipt of the above information from interested shareholders, the Bank will send the login details at their email addresses. On the AGM day, shareholders will be able to login and participate in the AGM proceedings through their smartphones or computer devices from any convenient location.

The login facility will be opened 30 minutes before the meeting time to enable the participants to join the meeting after identification and verification process.

The entitled shareholders (whose names appeared in the Books of the Bank by the close of business on March 18, 2022) along with the details mentioned above may send their comments/suggestions for the proposed Agenda items at the above email address atleast 48 hours before the time of AGM (no account shall be taken of any part of the day that is not a working day).

2. 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.
 - (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 seven 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 clause 6(3) of Listed Companies (Code of Corporate Governance) Regulations, 2019.
 - (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 provided in "Corporate Governance Regulatory Framework" issued by SBP vide BPRD Circular No. 5 dated November 22, 2021.
3. In terms of the criteria prescribed by SBP, a person shall not be eligible to become a Director of a bank, if the person:
 - (a) is disqualified/ineligible under Banking Companies Ordinance 1962, Companies Act 2017, and other applicable laws, rules and regulations;
 - (b) is in default of payment of dues owed to any financial institution in personal capacity;
 - (c) is associated as executive director/sponsor director/nominee of the sponsor and/or President/CEO of a proprietary concern, partnership firm, or corporate body excluding public sector organization, which is in default of dues owed to any financial institution;
 - (d) has contravened any of the requirements and standards of SBP or equivalent standards/requirements of other local or foreign regulatory authorities, professional bodies, or government bodies/agencies of such a nature that makes such person's association with the bank/DFI undesirable;
 - (e) is a designated person / proscribed person or is associated directly or indirectly with any designated person / proscribed person;
 - (f) is convicted of or is associated directly or indirectly with any person convicted of any serious offence, including any Money Laundering/ Terrorism Financing offence or any predicate offence set out in Schedule I of the Anti-Money Laundering Act, 2010.



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.

4. A copy of relevant documents may be obtained from the office of the Company Secretary of the Bank or may be downloaded from the website of SBP.
5. A detailed profile along with office address will be available on website as required under SECP's SRO 1196 (I)/2019, dated October 03, 2019.
6. The share transfer book of the Bank will remain closed from March 21, 2022 to March 29, 2022 (both days inclusive). Transfers received in order at the office of our Share Registrar, CDC Share Registrar Services Limited, 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 18, 2022 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.
7. 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 meeting (no account shall be taken of any part of the day that is not a working day).
8. The entitled shareholders are requested to keep with them their original Computerized National Identity Cards (CNICs) / Passport along with their folio numbers / participant(s) ID numbers and CDC 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.

9. 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 who have not yet provided the bank account details are requested to fill and sign the "E-Dividend Bank Mandate Form" available on the Bank's website link, <https://www.bankalhabib.com/download-forms>, and send to the relevant Participants/Investor Account Services of the CDC/Share Registrar of the Bank (as the case may be) latest by March 18, 2022 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.

10. The Government of Pakistan through Finance Act, 2021 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	30%

To enable the Bank to make tax deduction on the amount of cash dividend @ 15% instead of 30% all the 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 29, 2022; otherwise tax on their cash dividend will be deducted @ 30% 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 18, 2022, 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 18, 2022.

As per instructions of Securities & Exchange Commission of Pakistan (SECP) and Central Depository Company of Pakistan (CDC) circular No. 6 of 2018, the shareholders are hereby informed that the CDC has developed Centralized Cash Dividend Register (CCDR) on eServices Web Portal which contains details of cash dividend such as either paid or unpaid, withheld by the Bank, total amount of cash dividend, tax and zakat deductions and net amount credited into designated bank account of shareholders. The shareholders are requested to register themselves to CDC's eServices Portal link, <https://eservices.cdcaccess.com.pk> to obtain the aforesaid information.

11. 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 2021 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 link, <https://www.bankalhabib.com/reports>. Audited Financial Statements and reports are being placed on the aforesaid link.

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

Additional Information for Shareholders:

a. Unclaimed / Unpaid Cash dividend and Share Certificates:

In compliance of Section 244 of the Act, the Bank has already requested through individual letters to shareholders and also through newspaper dated May 25, 2021 to collect their unclaimed shares / unpaid cash dividend, if any. Shareholders are once again requested to lodge a claim for unclaimed shares / unpaid cash dividends with the Bank's Share Registrar i.e. CDC Share Registrar Services Limited.

b. Deposit / Conversion of Physical shares into Book-Entry form:

The shareholders having shares in physical share certificates of the Bank are advised to place / convert their physical shares into Book-Entry form in CDC as required under the provisions of Section 72 of the Companies Act, 2017.



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 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 Thirty-first (31st) Annual General Meeting of Bank AL Habib Limited at which a special business is to be transacted. The purpose of this statement is to set forth the material fact concerning such special business.

Item No. 6 of the Agenda

As recommended by the Board of Directors in their meeting held on February 09, 2022, it is proposed to increase the Authorised Capital of the Bank from Rs. 15,000,000,000 (Rupees Fifteen Billion) to Rs. 25,000,000,000 (Rupees Twenty Five Billion) to meet the future requirements of paid-up capital and to pass the following resolutions as a Special Resolutions:

“RESOLVED THAT the Authorised Capital of the Bank be and is hereby increased from Rs. 15,000,000,000 (Rupees Fifteen Billion) to Rs. 25,000,000,000 (Rupees Twenty Five Billion) by the creation of 1,000,000,000 Ordinary Shares of Rs. 10/- each.

FURTHER RESOLVED THAT the figures and words “Rs. 15,000,000,000 (Rupees Fifteen Billion) divided into 1,500,000,000 (One Billion Five Hundred Million) ordinary shares of Rs. 10/- each” appearing in Clause V of the Memorandum of Association and that the figures and words “Rs. 15,000,000,000 (Rupees Fifteen Billion) divided into 1,500,000,000 (One Billion Five Hundred Million) ordinary shares of Rs. 10/- each” in Article 4 of the Articles of Association of the Bank be and are hereby substituted by the figures and words “Rs. 25,000,000,000 (Rupees Twenty Five Billion) divided into 2,500,000,000 (Two Billion Five Hundred Million) ordinary shares of Rs. 10/- each”.

Item No. 7 of the Agenda

In order to contribute towards its Tier 2 Capital, Bank AL Habib Limited (the “Bank”) has issued redeemable capital in the form of Term Finance Certificates (“TFCs”) amounting to Rs. 5,000,000,000/- (Rupees Five Billion), pursuant to the terms of the TFC Issuance Agreement dated September 24, 2021 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 TFC Issuance Agreement 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 Resolutions:

"RESOLVED THAT the Term Finance Certificates ("TFCs") of Bank AL Habib Limited in the amount of Rs. 5,000,000,000/- (Rupees Five Billion) issued pursuant to the terms of the TFC Issuance Agreement dated September 24, 2021 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 80,000,000 (Eighty 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 officers 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 resolutions except in their capacity as shareholders of the Bank to the extent of their respective shareholding.



Item No. 8 of the Agenda

In order to contribute towards its Additional Tier 1 Capital, Bank AL Habib Limited (the “Bank”) intends to issue perpetual, rated, unsecured, non-cumulative and subordinated Term Finance Certificates (“TFCs”) amounting up to Rs. 7,000,000,000/ (Rupees Seven Billion) inclusive of a green shoe option of Rs. 3,000,000,000/- (Rupees Three Billion), in accordance with the Basel III Capital Instructions issued by SBP vide BPRD Circular No. 6 dated August 15, 2013. The Bank may at its option, have the TFCs subsequently listed on the Pakistan Stock Exchange Limited pursuant to the Privately Placed Debt Securities Listing Regulations of the Pakistan Stock Exchange Limited.

The aforesaid TFCs may be converted into ordinary shares of the Bank in accordance with the applicable rules and regulations of SBP, subject to a maximum of 118,574,000 (One Hundred Eighteen Million Five Hundred Seventy Four Thousand) additional ordinary shares being issued upon such conversion, (i) if so directed by SBP on the occurrence of a point of non-viability as determined by SBP or (ii) at the option of the Bank upon the occurrence of a pre-specified trigger point pursuant to Basel III Capital Instructions of SBP, or (iii) due to any inability to exercise the Lock-in Clause or Non-Cumulative features of the TFCs, subject to such terms and conditions as may be determined by SBP. 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.

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

Name of the person to whom shares will be issued	The shares will be issued to the TFC holders (at that time).
Prices at which the proposed shares will be issued	(i) Point of non-viability: at a price equivalent to market value of the shares of the Bank (ii) Pre-specified trigger point: at a price equivalent to market value of the shares of the Bank (iii) Inability to exercise the Lock-in Clause or Non-Cumulative features: at the discretion of SBP
Purpose of the issue, utilization of the proceeds of the issue and benefits to the Company 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 person have provided written consent for purchase of such shares	The terms of the TFC Issuance Agreement for the TFC issue shall 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 & Regulations 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.



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

“RESOLVED THAT the perpetual Term Finance Certificates (“TFCs”) of Bank AL Habib Limited (the “Bank”) in the amount of up to Rs. 7,000,000,000/= (Rupees Seven Billion) (inclusive of a green shoe option of PKR 3,000,000,000/- (Pak Rupees Three Billion) for the purpose of Additional Tier 1 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 118,574,000 (One Hundred Eighteen Million Five Hundred Seventy Four Thousand) additional ordinary shares being issued upon such conversion, (i) 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 or (ii) at the option of the Bank upon the occurrence of a pre-specified trigger point pursuant to Basel III Capital Instructions of SBP, at a price equivalent to the market value of the shares of the Bank on the date of occurrence of the pre-specified trigger point, or (iii) due to any inability to exercise the Lock-in Clause or Non-Cumulative features of TFCs, subject to such terms and conditions as may be determined 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 officers 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 resolutions except in their capacity as shareholders of the Bank to the extent of their respective shareholding.

Item No.9 of the Agenda

As recommended by the Board of Directors in their meeting held on February 09, 2022, 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. 3,750,000/- per month exclusive of perquisites, benefits and other allowances to which he is entitled under the terms of his employment.”

will be published in
English Newspaper
"Business Recorder"
on March 08, 2022



Bank AL Habib Limited

Notice of Annual General Meeting

Notice is hereby given that the Thirty-first 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 Tuesday, March 29, 2022 at 10:30 a.m. to transact the following business. The shareholders may also attend the meeting through electronic means as advised by Securities and Exchange Commission of Pakistan (SECP).

- To receive and adopt the Audited Annual Accounts and Consolidated Accounts of the Bank for the year ended December 31, 2021 together with the Reports of Chairman, Directors and Auditors.
- To consider and approve payment of cash dividend @ 70%, i.e., Rs.7.0 per share of Rs.10/- each for the year ended December 31, 2021 as recommended by the Board of Directors.
- To appoint auditors for the year 2022 and to fix their remuneration. EY Ford Rhodes, Chartered Accountants, being eligible, offer themselves for re-appointment.
- 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, 2019.
The following are the retiring Directors, who may offer themselves for election:
Mr. Abbas D. Habib, Mr. Anwar Haji Karim, Ms. Farhana Mowjee Khan, Syed Mazhar Abbas, Mr. Qumail R. Habib, Mr. Safar A.Lakhani, Syed Hasan Ali Bukhari, Mr. Murtaza H. Habib, Mr. Arshad Nasar, and Mr. Adnan Afridi - NIT Nominee.
- To consider any other business of the Bank with the permission of the Chair.

Special Business

- To Consider and approve increase in Authorized Capital of the Bank from Rs.15,000,000,000 (Rupees Fifteen Billion) to Rs.25,000,000,000 (Rupees Twenty Five Billion).
- To consider and approve the conversion terms of Tier 2 Term Finance Certificates of the Bank, issued in 2021 in the amount of Rs. 5,000,000,000 (Rupees Five Billion) into Ordinary Shares of the Bank upon occurrence of a conversion event if so required by the State Bank of Pakistan.
- To consider and approve the conversion terms of Tier 1 Term Finance Certificates of the Bank, intended to be issued in 2022 in the amount of Rs.7,000,000,000 (Rupees Seven Billion) into Ordinary Shares of the Bank upon occurrence of a conversion event if so required by the State Bank of Pakistan.
- To consider and approve remuneration payable to Executive Director of the Bank.

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 Item Nos.6, 7, 8 & 9, are being sent to all shareholders.

Karachi: March 08, 2022

Notes:

1. Participation in the Annual General Meeting (AGM) through Electronic Means

The entitled shareholders who are interested to attend AGM through online platform and whose names appeared in the Books of the Bank by the close of business on March 18, 2022 are hereby requested to get themselves registered with the Company Secretary Office by providing the following details at the earliest but not later than 48 hours before the time of AGM (no account shall be taken of any part of the day that is not a working day) at agm@bankalhabib.com

Name of Shareholder	CNIC No.	Folio Number/ CDC No.	Cell Number	Email Address

Upon receipt of the above information from interested shareholders, the Bank will send the login details at their email addresses. On the AGM day, shareholders will be able to login and participate in the AGM proceedings through their smartphones or computer devices from any convenient location.

The login facility will be opened 30 minutes before the meeting time to enable the participants to join the meeting after identification and verification process.

The entitled shareholders (whose names appeared in the Books of the Bank by the close of business on March 18, 2022) along with the details mentioned above may send their comments/suggestions for the proposed Agenda Items at the above email address atleast 48 hours before the time of AGM (no account shall be taken of any part of the day that is not a working day).

- 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:
 - 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:
 - He/she is not ineligible to become a director of the Bank under any applicable laws and regulations.
 - 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.
 - He/she is not serving as a director in more than seven listed companies simultaneously.
Provided that this limit shall not include the directorships in the listed subsidiaries of a listed holding company.
 - In case of Independent Director, a declaration of Independence in terms of Section 166(2) of the Companies Act, 2017 as required under Clause 6(3) of Listed Companies (Code of Corporate Governance) Regulations, 2019.
 - Consent to act as Director in Form 28 under Section 167 of the Companies Act, 2017.
 - Fit and Proper Test Proforma, Affidavit, Declarations, and Questionnaire as provided in "Corporate Governance Regulatory Framework" issued by SBP vide BPRD Circular No.5 dated November 22, 2021.
- In terms of the criteria prescribed by SBP, a person shall not be eligible to become a Director of a bank, if the person:
 - is disqualified/ineligible under Banking Companies Ordinance, 1962, Companies Act, 2017, and other applicable laws, rules and regulations;
 - is in default of payment of dues owed to any financial institution in personal capacity;
 - is associated as executive director/sponsor director/nominee of the sponsor and/or President/CEO of a proprietary concern, partnership firm, or corporate body excluding public sector organization, which is in default of dues owed to any financial institution;
 - has contravened any of the requirements and standards of SBP or equivalent standards/requirements of other local or foreign regulatory authorities, professional bodies, or government bodies/agencies of such a nature that makes such person's association with the bank/DFI undesirable;
 - is a designated person/proscribed person or is associated directly or indirectly with any designated person/proscribed person;
 - is convicted of or is associated directly or indirectly with any person convicted of any serious offence, including any Money Laundering/Terrorism Financing offence or any predicate offence set out in Schedule I of the Anti-Money Laundering Act, 2010.

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.

- A copy of relevant documents may be obtained from the office of the Company Secretary of the Bank or may be downloaded from the website of SBP.
- A detailed profile along with office address will be available on website as required under SECP's SRO 1196 (I)/2019, dated October 03, 2019.
- The share transfer book of the Bank will remain closed from March 21, 2022 to March 29, 2022 (both days inclusive). Transfers received in order at the office of our Share Registrar, CDC Share Registrar Services Limited, 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 18, 2022 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.
- 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 meeting (no account shall be taken of any part of the day that is not a working day).
- The entitled shareholders are requested to keep with them their original Computerized National Identity Cards (CNICs)/Passport along with their folio numbers/participant(s) ID numbers and CDC 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.

9. 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 who have not yet provided the bank account details are requested to fill and sign the "E-Dividend Bank Mandate Form" available on the Bank's website link, <https://www.bankalhabib.com/download-forms>, and send to the relevant Participants/Investor Account Services of the CDC/Share Registrar of the Bank (as the case may be) latest by March 18, 2022 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.

- The Government of Pakistan through Finance Act, 2021 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:
 - For filers of income tax returns 15%
 - 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 the shareholders whose names are not entered into the Active Taxpayers 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 29, 2022; otherwise tax on their cash dividend will be deducted @ 30% 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 18, 2022, 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 18, 2022.

As per instructions of Securities & Exchange Commission of Pakistan (SECP) and Central Depository Company of Pakistan (CDC) Circular No.6 of 2018, the shareholders are hereby informed that the CDC has developed Centralized Cash Dividend Register (CCDR) on eServices Web Portal which contains details of cash dividend such as either paid or unpaid, withheld by the Bank, total amount of cash dividend, tax and Zakat deductions and net amount credited into designated bank account of shareholders. The shareholders are requested to register themselves to CDC's eServices Portal link, <https://eservices.cdcaccess.com.pk> to obtain the aforesaid information.

11. 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 2021 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 link, <https://www.bankalhabib.com/reports> Audited Financial Statements and reports are being placed on the aforesaid link.

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

Additional Information for Shareholders:

a. Unclaimed/Unpaid Cash Dividend and Share Certificates:

In compliance of Section 244 of the Act, the Bank has already requested through individual letters to shareholders and also through newspaper dated May 25, 2021 to collect their unclaimed shares/unpaid cash dividend, if any. Shareholders are once again requested to lodge a claim for unclaimed shares/unpaid cash dividends with the Bank's Share Registrar i.e. CDC Share Registrar Services Limited.

b. Deposit/Conversion of Physical Shares into Book-Entry Form:

The shareholders having shares in physical share certificates of the Bank are advised to place/convert their physical shares into Book-Entry Form in CDC as required under the provisions of Section 72 of the Companies Act, 2017.

will be published in
Urdu Newspaper
"Nawa-i-Waqt "
on March 08, 2022



بینک الحیب لمیٹڈ

اطلاع برائے سالانہ اجلاس عام

بذریعہ اطلاع کیا جاتا ہے کہ بینک الحیب لمیٹڈ کا اکتیسواں سالانہ اجلاس عام بینک کے رجسٹرڈ آفس واقع ۱۲۶-سی، اولڈ بہاؤ پور روڈ، ملتان میں بروز منگل ۲۹ مارچ ۲۰۲۲ء صبح ۱۰:۳۰ بجے مندرجہ ذیل امور کی انجام دہی کیلئے منعقد کیا جائے گا۔ شیئرز ہولڈرز بذریعہ الیکٹرونک طریقہ کار اجلاس میں شرکت کر سکتے ہیں جیسا کہ سکیورٹیز اینڈ ایکسچینج کمیشن آف پاکستان (ایس ای سی پی) نے ہدایت جاری کی ہے:

- ۳۱ دسمبر ۲۰۲۱ء کو ختم ہونے والے سال کے لئے آڈٹ شدہ سالانہ حسابات اور بینک کے بچا کئے گئے حسابات مع چیئر مین، ڈائریکٹر اور ڈائریکٹر کی رپورٹس کی وصولی اور منظوری۔
- بورڈ آف ڈائریکٹرز کی سفارش کے مطابق ۳۱ دسمبر ۲۰۲۱ء کو ختم ہونے والے سال کے لئے بشر ۷۰ فیصد یعنی ۱۰/۷ روپے مالیت کے شیئرز پر ۷۰ روپے فی شیئر نقد منافع تقسیمہ کی ادائیگی پر غور و خوض اور منظوری۔
- سال ۲۰۲۲ء کیلئے آڈٹرز کا تقرر اور ان کے معاوضے کا تعین۔ ای وی ڈی فورڈ روڈ، چارٹرڈ اکاؤنٹنٹس نے اہل ہونے کی بناء پر خود کو بارہ تفری کیلئے پیش کیا ہے۔
- کمپنیز ایکٹ ۲۰۱۷ء کی شق (۱)۱۵۹ کے مطابق بینک کے ڈائریکٹرز کا انتخاب کرنا۔ کمپنیز ایکٹ ۲۰۱۷ء 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 سید کمپنیز (کوڈ آف کارپوریٹ گورننس) ریگولیشنز، ۲۰۱۹ء کی شق ۷ پر عملدرآمد ہے۔
- مندرجہ ذیل ڈائریکٹرز سجدہ شہر ہو رہے ہیں اور وہ خود کو انتخاب کے لئے پیش کر سکتے ہیں:
- جناب عباس ڈی۔ حبیب، جناب انور حاجی کریم، محترمہ فرحانہ ماہدی خان، سید مظہر عباس، جناب عمیل آر۔ حبیب، جناب صفر اسے۔ لاکھانی، سید حسن علی بخاری، جناب مرتضیٰ المنج، حبیب، جناب ارشد ناصر اور جناب عدنان آفریدی۔ این آئی ٹی کے نامزد کردہ۔
- صدر اجلاس کی اجازت سے بینک کی کسی دیگر کارروائی پر غور و خوض۔

خصوصی امور

- بینک کے مجاز سرمائے ۱۵۰،۰۰۰،۰۰۰ روپے (۱۵۰ ملین روپے) سے بڑھا کر ۲۵۰،۰۰۰،۰۰۰ روپے (۲۵۰ ملین روپے) کرنے پر غور و خوض اور منظوری۔
- بینک کے Tier 2 فرم فنانس سرٹیفکیٹس، جاری کردہ ۲۰۲۱ء مالیتی ۵۰،۰۰۰،۰۰۰ روپے (پانچ ملین 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۔
- بینک کے Tier 1 فرم فنانس سرٹیفکیٹس ۲۰۲۲ء میں متوقع طور پر جاری ہونے والے مالیتی ۵۰،۰۰۰،۰۰۰ روپے (سات ملین 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۔
- بینک کے ایکریڈیٹڈ ڈائریکٹرز کو دینے والے معاوضے پر غور و خوض اور منظوری۔
- آئینہ نمبر ۱۲۶ (۳) کے تحت اور آئینہ نمبر ۲، ۷، ۸، ۹ اور ۱۰ میں شامل خصوصی کارروائی کے سلسلے میں کمپنیز ایکٹ ۲۰۱۷ء کی شق (۳) ۱۲۳ کے تحت اسٹیٹمنٹس تمام شیئرز ہولڈرز کو ارسال کئے جارہے ہیں۔

حسب اہم بورڈ

محرم علی لاکھانی

کمپنی سیکریٹری

کراچی: ۸ مارچ ۲۰۲۲ء

نوٹ:

۱۔ سالانہ اجلاس عام (ایس ای ایم) میں بذریعہ الیکٹرونک طریقہ کار شرکت

استحقاق کے حامل ایسے شیئرز ہولڈرز جن کے نام ۱۸ مارچ ۲۰۲۲ء کو کاروباری اوقات کے اختتام پر بینک کی بکس میں موجود ہوں گے اور جو سالانہ اجلاس عام میں بذریعہ آن لائن شرکت کرنے کے خواہشمند ہوں، ان سے بذریعہ ہذا درخواست کی جاتی ہے کہ کمپنی سیکریٹری آفس کے پاس درج ذیل تفصیلات فوری طور پر اپنی ایس ای ایم کے مقررہ وقت سے ۲۸ گھنٹے قبل (اس دن کا کوئی بھی حصہ اس میں شامل نہ ہوگا اگر وہ ایام کار نہ ہو) agm@bankalhabib.com پر ارسال کر کے خود کو رجسٹر کرائیں۔

شیئرز ہولڈر کا نام	سی این آئی سی نمبر	فولیو نمبر/سی ڈی سی نمبر	موبائل نمبر	ای میل ایڈریس

شیئرز ہولڈرز کی جانب سے مذکورہ بالا معلومات کی وصولی پر بینک انہیں لاگ ان کی تفصیلات ان کے ای میل ایڈریس پر ارسال کر دے گا۔ سالانہ اجلاس عام کے دن شیئرز ہولڈرز کسی بھی باہر سے شرکت کے ذریعے لاگ ان کرنے اور شرکت کرنے کے اہل ہوں گے۔ لاگ ان کی سہولت اجلاس کے وقت سے ۳۰ منٹ قبل مہیا کی جائے گی تاکہ شرکت کنندگان کی شناخت اور توثیق کے عمل کے بعد اجلاس میں شامل ہو جائیں۔

شرکت کے اہل شیئرز ہولڈرز جن کے نام بینک کی بکس میں ۱۸ مارچ ۲۰۲۲ء کو کاروباری اوقات کے اختتام پر موجود ہوئے (مذکورہ بالا تفصیلات کے ساتھ تجویزہ امور کے لئے اپنے تبصرے/تجاویز مذکورہ بالا ای میل ایڈریس پر ایس ای ایم کے وقت سے ۲۸ گھنٹے قبل ارسال کر سکتے ہیں۔ (اس دن کا کوئی بھی حصہ اس میں شامل نہ ہوگا اگر وہ ایام کار نہ ہو)۔

۲۔ ڈائریکٹرز کے انتخاب میں حصہ لینے کا خواہشمند کوئی بھی ممبر درج ذیل دستاویزات اجلاس ہذا کے دن سے کم از کم ۱۳ روز قبل بینک کے کمپنی سیکریٹری کو ان کے رجسٹرڈ آفس واقع ۱۲۶-سی، اولڈ بہاؤ پور روڈ، ملتان میں جمع کرائیں:

ا۔ کمپنیز ایکٹ ۲۰۱۷ء 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:

- وہ کسی بھی نافذ العمل قوانین اور ضوابط کے تحت بینک کا ڈائریکٹر بننے کیلئے نا اہل نہیں ہے۔
- ندوہ کسی از خود اور نہ سی اس کا شریک حیات بروکریج کے کاروبار سے وابستہ رہا/ری ہے یا کسی کارپوریٹ بروکریج ہاؤس کا/کی اسپانسر، ڈائریکٹر یا آفیسر ہے۔
- وہ بحیثیت ایک ڈائریکٹر ایک وقت سے زائد مدت کمپنیوں میں فرائض انجام نہیں دے رہا/ری ہے۔
- واقع کیا جاتا ہے کہ اس حد میں کسی ایک مدت یعنی کہ سٹڈ ڈبلیو اداروں میں ڈائریکٹر فرائض شامل نہیں ہے۔
- ایڈمیٹریٹ ڈائریکٹری صورت میں کمپنیز ایکٹ ۲۰۱۷ء کی شق (۲) ۱۲۶ کی شرائط کے تحت ایک ڈیپلومیٹ، جیسا کہ سٹڈ کمپنیز (کوڈ آف کارپوریٹ گورننس) ریگولیشنز، ۲۰۱۹ء کی شق (۳) ۶ کے تحت ضروری ہے۔

بی۔ کمپنیز ایکٹ ۲۰۱۷ء کی شق ۱۶ کے تحت فارم ۲۸ پر بحیثیت ڈائریکٹر فرائض انجام دینے کے لئے رضامندی۔

سی۔ اسٹیٹ بینک آف پاکستان (ایس ای پی) کے (BPRD) سرکرنمبر ۵، مورخہ ۲۲ نومبر ۲۰۲۱ء کو جاری کردہ "کارپوریٹ گورننس ریگولیشنز فریم ورک" کے مطابق درست اور موزوں ٹیٹ پر فارما، حلف نامہ، ڈیپلومیٹریٹیز اور سوانح نامہ۔

۳۔ ایس بی پی کی جانب سے مقرر کردہ معیار کے مطابق کوئی فرد بینک کا ڈائریکٹر بننے کا اہل نہ ہوگا، اگر وہ شخص:

ا۔ بینکنگ کمپنیز آرڈیننس ۱۹۶۲ء، کمپنیز ایکٹ، ۲۰۱۷ء، اور دیگر نافذ العمل قوانین، ضوابط اور شرائط کے تحت نا اہل/ناموزوں قرار دیا گیا ہو؛

بی۔ ذاتی حیثیت میں کسی بھی مالیاتی ادارے کو اجابت کی ادائیگی کے سلسلے سے نادمہندہ ہو؛

سی۔ اسپانسر کے ساتھ بحیثیت ایگزیکٹو ڈائریکٹر/اسپانسر ڈائریکٹر/نامزد کردہ منسلک ہوا/یا کسی پروپرائیٹری ادارے، پارٹنرشپ فرم، کارپوریٹ ادارے مع سوائے پبلک سیکٹر کے ادارے، جو کسی بھی مالیاتی ادارے کو واجب الادا رقم تین ماہ بعد ہند ہو، کے صدر ای سی او کے طور پر منسلک ہو؛

ڈی۔ ایس بی پی کی شرائط اور آئینہ نمبر ۲ سے کسی بھی خلاف ورزی یا دیگر محتاط یا غیر ملکی ریگولیشنز، پروفیشنل اداروں یا سرکاری تنظیموں/ایجنسیز کے سادی معیارات/شرائط کی خلاف ورزی کے مرتکب ہو کر اس نوعیت سے متعلق ہوں کہ ایسے فرد کو بینک/ڈی ایف آئی کے اشتراک کا ناپسندیدہ ہو؛

ای۔ ایک نامزد کردہ فرد/شخص یا کسی نامزد کردہ فرد/شخص کے ساتھ بلا واسطہ یا بلا واسطہ منسلک فرد؛

ایف۔ کوئی سزا یافتہ فرد یا کسی سنگین جرم بشمول منی لانڈرنگ، دہشت گردی کیلئے فنڈنگ و فنانسنگ میں سزا پانے والا فرد یا ایٹمی منی لانڈرنگ ایکٹ ۲۰۱۰ء کے سٹیلڈول۔ ۱ میں درج کوئی بھی جرم میں سزا یافتہ شخص۔

یہ بات بھی نوٹ کر لی جائے کہ ایس بی پی کے ضوابط کے مطابق ایک فرد کو کسی ایک مالیاتی ادارے سے زائد میں ڈائریکٹری کی اجازت نہیں ہے اور مزید براں ڈائریکٹرز اس وقت تک اپنے متعلقہ عہدوں کی ذمہ داری نہیں سنبھال سکتے جب تک ایس بی پی کی جانب سے ان کی تقرریوں کی تحریری طور پر منظوری نہ دیدی جائے۔

۴۔ متعلقہ دستاویزات کی ایک کاپی بینک کے کمپنی سیکریٹری کے دفتر سے حاصل کی جاسکتی ہے یا اسے ایس بی پی کی ویب سائٹس سے بھی ڈاؤن لوڈ کر سکتے ہیں۔

۵۔ ایک مفصل پر دفائل بشمول دفتر کا پتہ ویب سائٹ پر دستیاب ہوگا جیسا کہ ایس ای سی پی کے ایس آر او ۱۹۶۱ (۱) ۱۱۹، مورخہ ۳۰ اکتوبر ۲۰۱۹ء کے تحت لازم ہے۔

۶۔ بینک کی شیئرز ٹرانساکشن ۲۱ مارچ ۲۰۲۲ء، ۲۹ مارچ ۲۰۲۲ء (بشمول برودہ یوم) بند رہے گی۔ وہ ٹرانساکشن جو ہمارے شیئرز رجسٹر کے دفتری ڈی ڈی شیئرز رجسٹر اور سرور لمیٹڈ واقع سی ڈی سی ہاؤس، 99-B، بلاک-B، ایس ای ایم ای ایچ این، مین شاہراہ فیصل، کراچی میں 74400-۱۸ مارچ ۲۰۲۲ء کو کاروباری اوقات کے اختتام تک معمول ہوں گے یا جو ہیں گے وہ نقد منافع تقسیمہ (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 شیئرز رجسٹر انٹوگرٹ کاغذ کریں۔

۷۔ 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 پر کسی مقرر کر سکتا/سکتی ہے۔ پر کسی کے لئے (ماسوائے کارپوریشن کے) بینک کا ممبر ہونا لازمی ہے۔ موثر العمل ہونے کیلئے پر کسی فارم یا قاعدہ اسٹیپ شدہ اور دستخط شدہ اجلاس کے مقررہ وقت سے کم از کم ۲۸ گھنٹے قبل لازماً بینک کے رجسٹرڈ آفس واقع ۱۲۶-سی، اولڈ بہاؤ پور روڈ، ملتان میں موصول ہو جائے (اس دن کا کوئی بھی حصہ اس میں شامل نہ ہوگا اگر وہ ایام کار نہ ہو)۔

۸۔ استحقاق کے حامل شیئرز ہولڈرز سے درخواست ہے کہ سالانہ اجلاس عام میں شرکت کے وقت متعلقہ شیئرز ہولڈرز کی شناخت میں سہولت کی غرض سے اپنے اصل کمپیوٹرائزڈ وی سی ڈی یا (سی این آئی بیز)/یا سپورٹ بشمول ان کے فولیو نمبر/یا سٹیمپس آئی ڈی نمبر/اور سی ڈی اکاؤنٹ نمبر/زمراہ رکھیں۔ پر کسی کو کسی اپنا اصل کمپیوٹرائزڈ وی سی ڈی یا سپورٹ اجلاس کے وقت دکھانا ہوگا۔ کارپوریٹ ادارہ ہونے کی صورت میں بحیثیت نمبر (رکن)، بورڈ آف ڈائریکٹرز کی منظور شدہ قرارداد/پاور آف اٹارنی جمع نمونہ دستخط نمبر/ہر کسی فارم بینک میں جمع کرانے ہوں گے۔

۹۔ نقد منافع تقسیمہ کی بذریعہ الیکٹرونک طریقہ کار ادائیگی

کمپنیز ایکٹ ۲۰۱۷ء کی دفعہ ۲۲۲ اور کمپنیز (سٹریکچریشن آف ڈیویڈنڈ) ریگولیشنز ۲۰۱۷ء کے تحت سٹڈ کمپنی کے لئے ضروری ہے کہ وہ اپنے شیئرز ہولڈرز کو نقد منافع تقسیمہ صرف بذریعہ الیکٹرونک طریقہ کار کے تحت شیئرز ہولڈرز کی جانب سے نامزد کردہ بینک اکاؤنٹ میں ادا کریں جبائے اس کے فزیکل ڈیویڈنڈ واریزس جاری کئے جائیں۔

نقد منافع تقسیمہ کو براہ راست نامزد کردہ بینک اکاؤنٹ میں وصول کرنے کی غرض سے ایسے ممبران جنہوں نے ابھی تک اپنے بینک اکاؤنٹ کی تفصیلات فراہم نہیں کی ہیں ان سے درخواست کی جاتی ہے کہ وہ بینک کی ویب سائٹ کے لنک <https://www.bankalhabib.com/download-forms> پر دستیاب "ای۔ ڈیویڈنڈ بینک مینڈیٹ فارم" پُر کریں اور اس کی کاپی اپنے دفتر کے بعد متعلقہ ڈیپلومیٹریٹس/سی ڈی سی کے انویسٹر اکاؤنٹ سرورسز یا بینک کے شیئرز رجسٹر (فزیکل شیئرز ہولڈنگ ہونے کی صورت میں) کو ۱۸ مارچ ۲۰۲۲ء تک اپنے کارڈ این آئی سی کی کاپی کے ساتھ ارسال کر دیں۔ مذکورہ بالا فارم بینک کی سالانہ فارم پورٹ میں بھی دستیاب ہے۔

اعزیز بینک اکاؤنٹ نمبر (آئی بی این) کی عدم وصولی یا غلط نمبر موصول ہونے اور دیگر متعلقہ تفصیلات یا کارڈ این آئی سی کی تیز کی عدم دستیابی کی صورت میں بینک ایسے ممبران کا نقد منافع تقسیمہ روک لے گا۔

۱۰۔ حکومت پاکستان نے فائلس آرڈر ۲۰۲۱ء کے ذریعہ اکم ٹیکس آرڈیننس ۲۰۰۱ء کی شق ۱۵۰ میں چند تراجم کی جس کے ذریعے کمپنیز/کمپنیوں کی جانب سے ادا کئے جانے والے منافع تقسیمہ کی رقم پر وہ ہولڈنگ ٹیکس کی کوئی ٹے لئے مختلف ریش مقرر کیے گئے ہیں یہ ٹیکس ریش مندرجہ ذیل ہیں:

(ا) ایک ٹیکس ریٹرز کے فائلرز کیلئے ۱۵ فیصد

(بی) ایک ٹیکس ریٹرز کے کان۔ فائلرز کیلئے ۳۰ فیصد

بینک کو نقد منافع تقسیمہ کی رقم پر ۱۵ فیصد کے بجائے ۱۵ فیصد ٹیکس کی کوئی ٹے سلسلے میں وہ تمام شیئرز ہولڈرز جن کے نام ایف بی آر کی ویب سائٹ پر فراہم کردہ ایکٹیکس ریٹرز لسٹ (ای ٹی ایل) میں موجود نہیں ہیں، باوجود اس کے کہ وہ فائلرز ہیں انہیں ہدایت دی جاتی ہے کہ وہ نقد منافع تقسیمہ کی ادائیگی کی تاریخ یعنی ۲۹ مارچ ۲۰۲۲ء سے پہلے اسے ٹی ایل میں اپنے ناموں کی موجودگی کو یقینی بنائیں بصورت دیگر ان کے نقد منافع تقسیمہ پر ٹیکس کی کوئی ٹے ۱۵ فیصد کے بجائے ۳۰ فیصد کی شرح سے کی جائے گی۔

ایف بی آر کے احکامات کے مطابق جوائنٹ اکاؤنٹس کے ضمن میں وہ ہولڈنگ ٹیکس کا تعین پرنسپل شیئرز ہولڈر اور جوائنٹ شیئرز ہولڈرز کی "فائلر/کان/نارن فائلر" بحیثیت سے ان کی شیئرز ہولڈنگ کی شرح کے مطابق جدا گانہ طور پر کیا جائے گا۔ وہ ممبران جن کے شیئرز جوائنٹ شیئرز ہولڈرز کے ساتھ ہیں ان سے درخواست ہے کہ وہ پرنسپل شیئرز ہولڈر اور جوائنٹ شیئرز ہولڈرز کے شیئرز کا تناسب بینک کے شیئرز رجسٹر اور مندرجہ ذیل فائلر میں درج کر لیں۔

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

مذکورہ بالا معلومات ہمارے شیئرز رجسٹر ۱۸ مارچ ۲۰۲۲ء تک فراہم نہ کرنے کی صورت میں یہ تصور کیا جائے گا کہ شیئرز سادی شرح سے ہیں۔

کارپوریٹ ادارے کی صورت میں منافع تقسیمہ کی آمدنی سے وہ ہولڈنگ ٹیکس سے استثنی صرف اس صورت میں دیا جائے گا اگر ٹیکس سے استثنی کے شریکیت کی کارآمد کاپی ۱۸ مارچ ۲۰۲۲ء تک ہمارے شیئرز رجسٹر اور کلاز نامہ فراہم کر دی جائے۔

سکیورٹیز اینڈ ایکسچینج کمیشن آف پاکستان (ایس ای سی پی) کی ہدایات اور سینٹرل ڈائریکٹری کمپنی آف پاکستان (سی ڈی سی) کے سرکرنمبر ۶ بابت ۲۰۱۸ء کے مطابق شیئرز ہولڈرز کو بذریعہ ہذا اطلاع دی جاتی ہے کہ سی ڈی سی نے ای سرورسز ویب پورٹل پر سینٹرل ڈیکش ڈیویڈنڈ رجسٹر (سی ڈی آر) تیار کر لیا ہے۔ جس میں نقد منافع تقسیمہ کی تفصیلات جیسا کہ ادا شدہ یا غیر ادا شدہ، بینک کی جانب سے روکا گیا، نقد منافع تقسیمہ کی مجموعی رقم ٹیکس اور ڈک وے کی کوئی اور شیئرز ہولڈرز کے نامزد کردہ بینک اکاؤنٹ میں جمع کرائی گئی مجموعی رقم شامل ہیں۔ شیئرز ہولڈرز سے درخواست ہے کہ سی ڈی سی کے ای سرورسز پورٹل لنک <https://eservices.cdcaccess.com.pk> سے مذکورہ بالا معلومات کے حصول کے لئے خود کو اس لنک پر رجسٹر کرائیں۔

۱۱۔ آڈٹ شدہ مالیاتی حسابات بذریعہ ای میل

ایس ای سی پی نے بذریعہ اپنے نوٹیفیکیشن SRO 787 (I)/2014 مورخہ ۸ ستمبر ۲۰۱۴ء آڈٹ شدہ مالیاتی حسابات کو سالانہ اجلاس عام کے نوٹس کے ہر اممبران کو بذریعہ ای میل ارسال کرنے کی اجازت دی ہے۔ سالانہ رپورٹ ۲۰۲۱ء کی سافٹ کاپیاں بشمول آڈٹ شدہ مالیاتی حسابات اور سالانہ اجلاس 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 شیئرز رجسٹر اور ارسال کر دیں۔ الیکٹرانک ٹرانسیشن کیلئے رضامندی کا یہ فارم بینک کی ویب سائٹ لنک <https://www.bankalhabib.com/reports> سے ڈاؤن لوڈ کیا جاسکتا ہے۔ آڈٹ شدہ مالیاتی حسابات بمع رپورٹس کے مذکورہ ویب سائٹ لنک 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 شیئرز رجسٹر اور مذکورہ بالا مقصد کیلئے آگاہ کریں۔

شیئرز ہولڈرز کے لئے اضافی معلومات

ا۔ غیر کلیم شدہ/غیر ادا کردہ نقد منافع تقسیمہ اور شیئرز سرٹیفکیٹس

ایکٹ کے سیکشن ۲۳۳ پر عملدرآمد کرتے ہوئے بینک نے پہلے ہی شیئرز ہولڈرز کو انفرادی خطوط اور اخبارات کے ذریعے نومبر ۲۵ء ۲۰۲۱ء کو درخواست کی تھی کہ اپنے غیر کلیم شدہ شیئرز/غیر ادا کردہ نقد منافع تقسیمہ، اگر کوئی ہوں، وصول کر لیں۔ شیئرز ہولڈرز سے ایک بار پھر درخواست کی جاتی ہے کہ وہ غیر کلیم شدہ شیئرز/غیر ادا کردہ نقد منافع تقسیمہ کے لئے اپنے کلیم بینک کے شیئرز رجسٹر، سی ڈی سی شیئرز رجسٹر اور سرور لمیٹڈ کے پاس جمع کرا دیں۔

بی۔ فزیکل شیئرز کو بک ایٹری کی صورت میں جمع/منتقل کرنا

ایسے شیئرز ہولڈرز جو بینک کے فزیکل شیئرز سرٹیفکیٹس کی صورت میں شیئرز رکھتے ہیں ان کو آگاہ کیا جاتا ہے کہ وہ اپنے فزیکل شیئرز سی ڈی سی میں بک ایٹری کی صورت میں منتقل/تبدیل کرائیں جیسا کہ کمپنیز ایکٹ، ۲۰۱۷ء کے سیکشن ۷۷ کی شقوں کے تحت لازم ہے۔