NOTICE OF THE EXTRA ORDINARY GENERAL MEETING

To be held on Wednesday, 29 June 2022 at 9:30 a.m.
at Office No. 3, 1st Floor, Junaid Plaza, I-10 Markaz, Islamabad.

SIB SECURITY INVESTMENT BANK LTD.

SECURITY INVESTMENT BANK LTD.

SECURITY INVESTMENT BANK LIMITED

NOTICE OF THE EXTRA ORDINARY GENERAL MEETING

Notice is hereby given that that Extra Ordinary General Meeting of Security Investment Bank Limited ("the Company") will be held at Office No. 3, 1st Floor, Junaid Plaza, I-10 Markaz, Islamabad, on Wednesday, 29 June 2022 at 9.30 a.m. to transact the following business:

ORDINARY BUSINESS:

1) To confirm the minutes of the Thirty First Annual General Meeting held on 28 April 2022.

2) To elect Directors of the Company for a term of three years commencing from June 29, 2022 in accordance with the provisions of section 154 of the Companies Act, 2017.

   a) Pursuant to Section 159(1) and (2)(a) of the Companies Act, 2017, the Directors through a Resolution passed in the Board meeting held on 26 April 2022 have fixed the number of Directors at 7 (Seven).

   b) Pursuant to Section 159(2)(b) of the Companies Act, 2017, names of the retiring Directors are:-

      i) Haji Jan Mohammad
      ii) Mr Muhammad Mehboob
      iii) Mr Muhammad Shoaib
      iv) Mrs Samreen Shoaib
      v) Mr Shaikh Abdullah
      vi) Mr Karim Muhammad Munir
      vii) Mr Faisal Zahid

3) Transact any other business with the permission of the Chair.

By Order of the Board

Karachi: June 7, 2022

Shakeel Ahmed
Chief Financial Officer

NOTES

1. The share transfer books of the Company will remain closed from 23 June 2022 to 29 June 2022 (both days inclusive) and no request for transfer of shares will be accepted for registration. Transfers received at Company's Share Registrar (i.e. C & K Management Associates (Private) Limited, Room number 404, Trade Tower, Abdullah Haroon road, Karachi) by the close of business on 22 June 2022 will be considered in time for the purpose.

2. 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 procedure contained in the aforesaid regulations.

3. A member of the Company entitled to attend and vote at the General Meeting may appoint a person/representative as proxy to attend and vote in place of member at the meeting. Proxies in order to be effective must be received at 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. Attested copy of shareholder's CNIC must be attached with the proxy form.

4. The CDC/sub account holders are required to follow the under mentioned guidelines:-

a) For attending the meeting.

i. In case of individuals, the account holder or sub-account holder and/ or the person, whose securities are in group account and their registration details are uploaded as per the regulations, shall authenticate identity by showing his/her original Computerized National Identity Card (CNIC) or original passport at the time of attending the meeting.

ii. In case of corporate entity, the Board of Directors' resolution / power of attorney with specimen signature of the nominee shall be produced at the time of meeting.

b) For appointing proxies

i. In case of individuals, the account holder or sub-account holder and/ or the person, whose securities are in group account and their registration detail is uploaded as per the regulations, shall submit the proxy form as per the above requirement.

ii. The proxy form shall be witnessed by the two persons whose names, addresses and CNIC numbers shall be mentioned on the form.

iii. Attested copies of CNIC or the passport of the beneficial owners and the proxy shall be furnished with the proxy form.

iv. The proxy shall produce his/her original CNIC or original passport at the time of the meeting.

v. In case of corporate entity, the Board of Directors' resolution/power of attorney with specimen signature shall be submitted to the Company along with proxy form.

1. Members are requested to promptly notify any change in their mailing address, E−mail address and contact details to the Company Share Registrar Office.

2. Members, having physical shares, are advised to intimate any change in there registered address and the shareholders who have not yet submitted photocopies of their Computerized National Identity Cards (CNIC) are requested to send the same at the earliest.

3. Shareholders who wish to receive notice of the Extra Ordinary General Meeting through e−mail are requested to provide, through a letter duly signed by them, their particulars, i.e. Name, Folio/ CDC A/C 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 166(3) OFTHE COMPANIESACT, 2017 IN RESPECT OF ELECTION OF DIRECTORS:

1. **Contesting Election of Directors:** Any person (including a retiring Director) who seeks to contest election of directors shall file with the Company at its registered office, Office No. 3, 1st Floor, Junaid Plaza, I−10 Markaz, Islamabad, not later than 14 days before the said meeting his / her intention to offer himself / herself for the election of the directors in terms of Section 159(3) of the Companies Act, 2017 together with :

   (i) Notice of his / her intention to stand for election, along with duly completed and signed Form 28 giving his / her consent to act as Director of the Company if elected (under Section 167(1) of the Companies Act, 2017), and certify that he is not ineligible to become a Director under any applicable laws, Rules and Regulations; and that he / she confirms to hold the qualification shares in accordance with Article 89 of the Articles of Association of the Company.

   (ii) Detailed profile along with office address to be placed on the Company's website seven days prior to the date of election in term of SECP's SRO 634(1)/2014 of 10th July 2014.

   (iii) Declaration in respect of being compliant with the requirements of the Listed Companies (Code of Corporate Governance) Regulations, 2017 and the eligibility criteria as set out in the Companies Act, 2017 to act as the director of a listed company.

   (iv) Attested copy of valid CNIC and NTN.

   (v) Declaration by Independent Director(s) under Clause 6(2) of the Listed Companies (Code of Corporate Governance) Regulation 2017.

   (vi) Undertaking on non−judicial stamp paper that he / she meet the requirements of sub− regulation (1) of Regulation 4 of the Companies (Manner and Selection of Independent Directors) Regulations, 2018.

2. E-Voting / Voting by Postal Ballot: If the number of persons who offer themselves to be elected is more than the number of directors fixed under sub–section (1) of section 159 of the Companies Act, 2017, then the company shall provide its members with options of e–voting or voting by postal ballot in accordance with the provisions of the Companies (Postal Ballot) Regulations, 2018.

   Shareholders who wish to participate through e–voting, kindly provide immediately through a letter duly signed by them, i.e. Name, Folio/ CDC Account No., E–mail address, contact number to the share registrar of the company (C & K Management Associates (Private) Limited, Room number 404, Trade Tower, Abdullah Haroon road, Karachi).

3. Provision of Video Link Facility: Shareholders may participate in the meeting via video– link facility. If the Company receives a demand (at least 7 days before the date of meeting) from shareholder(s) holding an aggregate 10% or more shareholding residing in any other city, to participate in the meeting through video link, the Company will arrange video link facility in that city.

   Shareholders, who wish to participate through video–link facility, are requested to fill in Video Link Facility Form available at Company's website and send a duly signed copy to the Registered Address of the Company. It may be noted that no person other than the member or proxy holder can attend the meeting through video link facility.

STATEMENT UNDER SECTION 166(3) OF THE COMPANIES ACT 2017

Section 166 of the Companies Act 2017 requires that a statement of material facts is annexed to the notice of the general meeting called for the purpose of election of directors which shall indicate the justification for choosing the appointee for appointment as independent director.

Being a listed company, Security Investment Bank Limited is required to have three independent directors on its Board in accordance with the Listed Companies (Code of Corporate Governance) Regulations, 2017. Accordingly, the Company shall ensure that three independents are elected in accordance with the procedures for election of directors laid down in Section 159 of the Companies Act 2017.

After the contestants file their notice / intention to stand for elections, the Company shall apply following criteria for choosing the appointee for appointment as independent director:

- Inclusion of name of independent directors in the data bank maintained by Pakistan Institute of Corporate Governance (PICG) duly authorized by SECP.

- Respective competencies, diversity, skill, knowledge and experience of the election contestants shall be assessed.

- The company shall exercise due diligence before selecting a person from the data bank that the contestant meets the independence criteria as mentioned in Section 166(2) of the Companies Act, 2017.

FORM OF PROXY
NOTICE OF THE EXTRA ORDINARY GENERAL MEETING

I/We ....

of ....

a member / members of SECURITY INVESTMENT BANK LIMITED and holding ....

ordinary shares, as per Register Folio/CDC A/c or sub account no. ....

do hereby appoint ....

of ....

to vote for me/us and on my/our behalf at the Extra Ordinary General Meeting of the Company to be held on 29th June 2022 and at any adjournment thereof.

As Witness my/our hand this .... day of ....2022.

Folio No.

REVENUE STAMP RS. 5/-

Witness:

1. Name______________________
   CNIC No.___________________

2. Name______________________
   CNIC No.___________________

SIGNATURE OF MEMBER(S)

IMPORTANT:

1 A member entitled to attend Extra Ordinary General Meeting is entitled to appoint a proxy to attend and vote instead of him.

2 The instrument appointing a proxy should be signed by the member or by his attorney duly authorized in writing. If the member is a corporation its common seal (if any) should be affixed on the instrument.

3 The proxies shall be deposited at the Share registrar's office of the Company not less than 48 hours before the time of the meeting.

4 For CDC Account Holders / Corporate Entities
In addition to the above the following requirements have to be met.

(i) Copies of CNIC or the passport of the beneficial owners and the proxy shall be provided with the proxy form.

(ii) The proxy shall produce his original CNIC or original passport at the time of meeting.

(iii) in case of a corporate entity, the Board of Director's resolution / power of attorney with specimen signature.

پراکسی فارم

نوٹس برائے غیر معمولی عمومی اجلاس

میں/ہم --کا / کے بحیثیت ممبر(ز) سیکورٹی انویسٹمنٹ بینک لمیٹڈ اور حامل----------------------عام حصص بمطابق فولیونمبر/ CDC Sub A/C / CDC A/C نمبر-----------------مقرر کرتا / کرتے ہیں۔محترم / محترمہ---------------------------آف--------------کو اپنے/ ہمارے ایماء پر کمپنی کے 29 2019 کو ہونے والے نوٹس برائے غیر معمولی عمومی اجلاس میں شرکت کرنے ،حق رائے دہی استعمال کرنے یا کسی بھی التواء کی صورت میں اپنا/ ہمارا بطور نمائندہ (پراکسی)۔

بطور گواہ آج بتاریخ-------------میرے/ ہمارے دستخط ہوئے۔

پانچ روپے کے رسیدی ٹکٹ پر دستخط

اس دستخط کا کمپنی کے ساتھ رجسٹرڈ دستخط کے نمونے سے مشابہت ہونا لازمی ہے۔

فولیونمبر---------------

گواہ:

۱۔نام:---------------------

CNIC:------------------

۲۔نام:--------------------

CNIC:------------------

اہم نکات:

1۔کوئی ممبر جو کہ نوٹس برائے غیر معمولی عمومی اجلاس میں شرکت کرنے کا مجاز ہے وہ اپنے بدلے شرکت اور حقِ رائے دہی کے لیئے پراکسی نامزد کر سکتا ہے۔

2۔ پراکسی انسٹرومینٹ ممبر سے یا بااختیار اٹارنی سے دستخط شدہ ہونا لازمی ہے، اگر ممبر کوئی کمپنی یا کارپوریشن ہے تو اسکی Commom Seal پراکسی انسٹرومینٹ پر ہونا لازمی ہے۔

3۔ ہر لحاظ سے مکمل اور دستخط شدہ فارم میٹنگ سے کم از کم 48 گھنٹے قبل کمپنی کے شیئر رجسٹرار کی آفس میں موصول ہو جانا چاہیئے۔

4۔CDC اکاؤنٹ رکھنے والے/ کارپوریٹ ادارے۔

مزید برآں درج ذیل شرائط کو پورا کیا جائے گا۔

۱) پراکسی فارم کے ہمراہ مالکان کے شناختی کارڈ یا پاسپورٹ کی نقول بھی دی جائیں۔

۲) پراکسی کو اپنا اصل شناختی کارڈ یا پاسپورٹ میٹنگ کے وقت دکھانا ہوگا۔

۳) کارپوریٹ ادارے کی صورت میں بورڈ آف ڈائریکٹر کی قرارداد/ پاور آف اٹارنی مع دستخط کے نمونے کمپنی میں پراکسی فارم کے ساتھ جمع کرانی ہوگی۔

SECURITY INVESTMENT BANK LTD.

اطلاع غیر معمولی اجلاس عام

بذریعہ ہذا اطلاع دی جاتی ہے کہ سیکیورٹی انویسٹمنٹ بینک لمیٹڈ ("دی کمپنی") کا غیر معمولی اجلاس عام، دفتر نمبر 3، پہلی منزل، جنید پلازہ، 10-I مرکز، اسلام آباد میں بروز بدھ ۲۹ جون ۲۰۲۲ء کو صبح ۹:۳۰ بجے درج ذیل امور کی انجام دہی کیلئے منعقد کیا جائے گا۔

عمومی کارروائی

۱۔ ۲۸ اپریل ۲۰۲۲ء کو منعقدہ اکتیسویں سالانہ اجلاس عام کی کارروائیوں کی توثیق۔

۲۔ کمپنیز ایکٹ ۲۰۱۷ء کے دفعہ ۱۵۴ کی شقوں کے مطابق ۲۹ جون ۲۰۲۲ء سے شروع ہونے والی ۳ سالہ مدت کیلئے کمپنی کے ڈائریکٹرز کا انتخاب۔

اے۔ کمپنیز ایکٹ، ۲۰۱۷ء کی دفعہ ۱۵۹(۱) اور (۲)(a) کے مطابق ڈائریکٹرز نے بورڈ کے اجلاس منعقدہ ۲۶ اپریل ۲۰۲۲ء میں پاس کردہ قرارداد کے ذریعے ڈائریکٹرز کی تعداد ۷ (سات) مقرر کی ہے۔

بی۔ کمپنیز ایکٹ ۲۰۱۷ء کی دفعہ ۱۵۹(۲)(b) کے مطابق سبکدوش ہونے والے ڈائریکٹرز کے نام یہ ہیں:

i) حاجی جان محمد — v) جناب شیخ عبداللہ
ii) جناب محمد محبوب — vi) جناب کریم محمد منیر
iii) جناب محمد شعیب — vii) جناب فیصل زاہد
iv) محترمہ ثمرین شعیب

۳۔ صدر اجلاس کی اجازت سے کسی دیگر امور کی انجام دہی۔

حسب الحکم بورڈ

شکیل احمد

چیف فنانشل آفیسر

کراچی:

۷ جون ۲۰۲۲ء

نوٹس

[illegible]

روزنامہ دنیا لاہور

روزنامہ دنیا اسلام آباد

روزنامہ دنیا کراچی

The Nation

LATE CITY

KARACHI | LAHORE | ISLAMABAD | GAWADAR | QUETTA

SECURITY INVESTMENT BANK LTD.

NOTICE OF THE EXTRAORDINARY GENERAL MEETING

otice is hereby given that Extraordinary General Meeting of Security Investment Bank Limited the Company") will be held at Office No.3, 1st Floor, Junaid Plaza, I-10 Markaz, Islamabad, n Wednesday, 29 June 2022 at 9:30 a.m. to transact the following business:

RDINARY BUSINESS

. To confirm the minutes of the Thirty First Annual General Meeting held on 28 April 2022.

. To elect Directors of the Company for a term of three years commencing from 29 June 2022 in accordance with the provisions of Section 154 of the Companies Act, 2017.

a. Pursuant to Section 159(1) and (2)(a) of the Companies Act, 2017, the Directors through a Resolution passed in the Board meeting held on 26 April 2022 have fixed the number of Directors at 7 (Seven).

b. Pursuant to Section 159(2)(b) of the Companies Act, 2017, names of the retiring Directors are:

i) Haji Jan Mohammad — v) Mr Shaikh Abdullah
ii) Mr Muhammad Mehboob — vi) Mr Karim Muhammad Munir
iii) Mr Muhammad Shoaib — vii) Mr Faisal Zahid
iv) Mrs Samreen Shoaib

3. Transact any other business with the permission of the Chair.

By order of the Board

Karachi
Dated: 7 June 2022

Shakeel Ahmed
Chief Financial Officer

NOTES

1. The share transfer books of the Company will remain closed from 23 June 2022 to 29 June 2022 (both days inclusive) and no request for transfer of shares will be accepted for registration. Transfers received at Company's Share Registrar (i.e. C&K Management Associates (Private) Limited, Room Number 404; Trade Tower, Abdullah Haroon Road, Karachi) by the close of business on 22 June 2022 will be considered in time for the purpose.
2. 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 procedure contained in the aforesaid regulations.
3. A member of the Company entitled to attend and vote at the General Meeting may appoint a person/representative as proxy to attend and vote in place of member at the meeting. Proxies in order to be effective must be received at 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. Attested copy of shareholder's CNIC must be attached with the proxy form.
4. The CDC/sub account holders are required to follow the under mentioned guidelines:

a. For attending the meeting

i. In case of individuals, the account holder or sub-account holder and/or the person, whose securities are in group account and their registration details are uploaded as per the regulations, shall authenticate identity by showing his/her original Computerized National Identity Card (CNIC) or original passport at the time of attending the meeting.

ii. In case of corporate entity, the Board of Directors' resolution/ power of attorney with specimen signature of the nominee shall be produced at the time of meeting.

b. For appointing proxies

i. In case of individuals, the account holder or sub-account holder and/or the person, whose securities are in group account and their registration detail is uploaded as per the regulations, shall submit the proxy form as per the above requirement.

ii. The proxy form shall be witnessed by the two persons whose names, addresses and CNIC numbers shall be mentioned on the form.

iii. Attested copies of CNIC or the passport of the beneficial owners and the proxy shall be furnished with the proxy form.

iv. The proxy shall produce his/her original CNIC or original passport at the time of the meeting.

v. In case of corporate entity, the Board of Directors' resolution/power of attorney with specimen signature shall be submitted to the Company along with proxy form.

5. Members are requested to promptly notify any change in their mailing address, e-mail address and contact details to the Company Share Registrar Office.
6. Members, having physical shares, are advised to intimate any change in there registered address and the shareholders who have not yet submitted photocopies of their Computerized National Identity Cards (CNIC) are requested to send the same at the earliest.
7. Shareholders who wish to receive notice of the Extraordinary General Meeting through e-mail are requested to provide, through a letter duly signed by them, their particulars, i.e. Name, Folio/CDC A/C 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 166(3) OF THE COMPANIES ACT, 2017 IN RESPECT OF ELECTION OF DIRECTORS

1. **Contesting Election of Directors:** Any person (including a retiring Director) who seeks to contest election of directors shall file with the Company at its Registered Office, Office No.3, 1st Floor, Junaid Plaza, I-10 Markaz, Islamabad, not later than 14 days before the said meeting his/her intention to offer himself/herself for the election of the directors in terms of Section 159(3) of the Companies Act, 2017 together with:

i. Notice of his/her intention to stand for election, along with duly completed and signed Form 28 giving his/her consent to act as Director of the Company if elected (under Section 167(1) of the Companies Act, 2017), and certify that he is not ineligible to become a Director under any applicable laws, Rules and Regulations; and that he/she confirms to hold the qualification shares in accordance with Article 89 of the Articles of Association of the Company.

ii. Detailed profile along with office address to be placed on the Company's website seven days prior to the date of election in term of SECP's SRO 634(1)/2014 of 10 July 2014.

iii. Declaration in respect of being compliant with the requirements of the Listed Companies (Code of Corporate Governance) Regulations, 2017 and the eligibility criteria as set out in the Companies Act, 2017 to act as the director of a listed company.

iv. Attested copy of valid CNIC and NTN.

v. Declaration by independent Director(s) under Clause 6(2) of the Listed Companies (Code of Corporate Governance) Regulation, 2017.

vi. Undertaking on non-judicial stamp paper that he/she meet the requirements of sub-Regulation(1) of Regulation 4 of the Companies (Manner and Selection of Independent Directors) Regulations, 2018.

2. **E-Voting/Voting by Postal Ballot:** If the number of persons who offer themselves to be elected is more than the number of directors fixed under sub-Section(1) of Section 159 of the Companies Act, 2017, then the company shall provide its members with options of e-voting or voting by postal ballot in accordance with the provisions of the Companies (Postal Ballot) Regulations, 2018.

Shareholders who wish to participate through e-voting, kindly provide immediately through a letter duly signed by them, i.e. Name, Folio/CDC Account No., E-mail address, Contact number to the Share Registrar of the Company (C&K Management Associates (Private) Limited, Room Number 404, Trade Tower, Abdullah Haroon Road, Karachi).

3. **Provision of Video Link Facility:** Shareholders may participate in the meeting via video-link facility. If the Company receives a demand (at least 7 days before the date of meeting) from shareholder(s) holding an aggregate 10% or more shareholding residing in any other city, to participate in the meeting through video link, the Company will arrange video link facility in that city.

Shareholders, who wish to participate through video-link facility, are requested to fill in Video Link Facility Form available at Company's website and send a duly signed copy to the Registered Address of the Company. It may be noted that no person other than the member or proxy holder can attend the meeting through video link facility.

STATEMENT UNDER SECTION 166(3) OF THE COMPANIES ACT, 2017

Section 166 of the Companies Act, 2017 requires that a statement of material facts is annexed to the notice of the general meeting called for the purpose of election of directors which shall indicate the justification for choosing the appointee for appointment as independent director.

Being a listed company, Security Investment Bank Limited is required to have three independent directors on its Board in accordance with the Listed Companies (Code of Corporate Governance) Regulations, 2017. Accordingly, the Company shall ensure that three independents are elected in accordance with the procedures for election of directors laid down in Section 159 of the Companies Act, 2017.

After the contestants file their notice/intention to stand for elections, the Company shall apply following criteria for choosing the appointee for appointment as independent director:

- Inclusion of name of independent directors in the data bank maintained by Pakistan Institute of Corporate Governance (PICG) duly authorized by SECP.
- Respective competencies, diversity, skill, knowledge and experience of the election contestants shall be assessed.
- The company shall exercise due diligence before selecting a person from the data bank that the contestant meets the independence criteria as mentioned in Section 166(2) of the Companies Act, 2017.