

NOTICE OF EXTRA ORDINARY GENERAL MEETING

Notice is hereby given that the Extra Ordinary Meeting of Security Investment Bank Limited (the Company) will be held at the Registered Office of the Company located at Suite Number 3, 1st Floor, Junaid Plaza, I-10 Markaz, Islamabad, on 19 July 2023 at 10:30 a.m. to transact the following business:

ORDINARY BUSINESS

1) To confirm the minutes of the Annual General Meeting held on 28 April 2023.

SPECIAL BUSINESS

- 2) To consider and approve the change of principal line of business in Memorandum of Association of the Company and Company's Articles of Association by passing the resolutions as special resolutions, with or without modification, addition or deletion in terms of Companies Act, 2017
- 3) To consider and if deemed fit, to pass the resolutions with or without amendments, to alter/amend the Articles of Association of the bank, in order to bring them in conformity with the provisions of the Companies Act, 2017.
- 4) To consider and if deemed fit, to pass the following resolution as ordinary resolution to circulate the annual audited financial statements/ annual report to the members of the Company through QR enabled code and weblink instead of circulation of CD/DVD/USB/Hard copies of said audited financial statements/ annual report of the Company, with or without modification, addition(s) or deletion(s), as recommended by the Board of Directors:

"**RESOLVED THAT** approval of members of Security Investment Bank Limited be and is hereby accorded that the Company may circulate its annual report including annual audited financial statements, auditor's report, Director's report, Chairman's review report and other reports contained therein to the Members of the Company through QR enabled code and weblink replacing the distribution of CD/DVD/USB/Hard copies of audited financial statements/ annual report of the Company"

Statement under section 134 (3) of the Companies Act, 2017, pertaining to the special business referred to the above is annexed to this notice of meeting, being sent to the shareholders.

ANY OTHER BUSINESS

3) To transact such other business as may be placed before the meeting with the permission of the chair.

BOOK CLOSURE

The share transfer book of the company will remain closed from 13 July 2023 to 19 July 2023 (both days inclusive). Transfer applications received in order at the office of the Share Registrar of the Company (i.e. C & K Management Associates (Private) Limited, room number 404, Trade Tower, Abdullah Haroon Road, Karachi) by the close of business on 12 July 2023 will be treated in time for determining the entitlement of members to attend the Annual General Meeting of the Company.

By order of the board

Company Secretary

Karachi: **26 June, 2023**

NOTES:

- 1) A member entitled to attend and vote at this meeting is entitled to appoint a proxy to attend and vote on his/her behalf. Proxies in order to be effective must be received at the office of the share registrar of the company duly stamped and signed not less than **48** hours before the meeting. A member may not appoint more than one proxy.
- 2) Members are requested to promptly communicate to the Share Registrar of the Company any change in their addresses.
- 3) CDC account holders and sub-account holders are required to follow the under mentioned guidelines as laid down by the Securities & Exchange Commission of Pakistan.
 - a) For attending the meeting.

i) In case of individuals, the account holder or sub-account holder shall bring his or her original CNIC or original passport along with Participant ID Number and the Account Number at the time of attending 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 shall submit the proxy form as per the above requirement.

ii) The proxy form shall be witnessed by two persons whose names, addresses and CNIC number 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 or her original CNIC or original passport at the time of 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.

4) Pursuant to Section 150 of the Income Tax Ordinance, 2001 and Finance Act, 2020 withholding tax on dividend income will be deducted for 'Filer' and 'Non-Filer' shareholders at 15% and 30% respectively. According to the Federal Board of Revenue (FBR), withholding tax will be determined separately on 'Filer/Non-Filer' status of principal shareholder as well as joint holder(s) based on their shareholding proportions, in case of joint accounts. Members that hold shares with joint shareholders are requested to provide shareholding proportions of principal shareholder and joint holder(s) in respect of shares held by them to our Share Registrar in writing. In case the required information is not provided to our Registrar it will be assumed that the shares are held in equal shares by principal shareholder and joint holder(s).

5) SUBMISSION OF COMPUTERISED NATIONAL IDENTITY CARD / NATIONAL TAX NUMBER

We would like to bring it to the notice of our valued shareholders that the Securities & Exchange Commission of Pakistan (SECP) vide Notification No. SRO 831(I)/2012 dated 05 July 2012 in supersession of earlier Notification No. SRO 779(I)/2011 dated 18 August 2011, has directed all the listed companies to issue dividend warrant(s) only crossed as "A/C Payee Only" in the name of registered shareholder or in the name of authorised person where a registered shareholder authorises the Company to pay dividend, on his behalf, to any other person. The dividend warrant(s) should also bear the Computerised National Identity Card Number (CNIC) of the registered shareholder or the authorised person, except in case of minor(s) and corporate shareholders.

In view of the above, it is requested that the Members, who have not yet submitted photocopy of their valid CNIC are requested to send the same at the earliest directly to the Company Share Registrar.

The Corporate Shareholders are requested to provide at the earliest their National Tax Number directly to the Company Share Registrar.

STATEMENT OF MATERIAL FACTS UNDER SECTION 134 (3) OF THE COMPANIES ACT, 2017

Changes in Principal Line of Business and Amendment in the Memorandum of Association

Under the provisions of the Company's Act, 2017, a company may carry on or undertake any lawful business or activity and do any act or enter into any transaction being incidental and ancillary thereto which is necessary in attaining its business activities, however, the principal line to business of the company shall be mentioned in the Memorandum of Association of the company which shall not be inconsistent or contradictory with name of the Company. The "principal line of business" has been defined to mean the business in which substantial assets are held or likely to be held or substantial revenue is earned or likely to be earned by a company, whichever is higher. Accordingly, the Board of Directors of the company has recommended the alteration in Memorandum of Association by replacing its existing object clause III with the new clause III as mentioned hereinafter.

For the purpose aforesaid, it is proposed to consider and, if thought fit, to pass the following resolutions as special resolutions, with or without modification to amend the Memorandum of Association of the Company.

"RESOLVED THAT approval of the members of the Company for the change of principal line of business in Memorandum of Association of the Company and accordingly alter, by replacing, its existing object clause III of the Memorandum of Association of the Company in accordance with the provisions of the Companies Act, 2017 be substituted by adopting following main new object clause III."

"To carry on, [based on and in conformity with the principles of Islamic Shariah], the businesses of Investment Finance Services, Leasing, Housing Finance Services, Venture Capital Investment, Discounting Services, and other allied and incidental forms of businesses and services, as a Non-Banking Finance Company (NBFC)".

"RESOLVED FURTHER THAT the pursuant to provisions of section 38 of the Companies Act, 2017 (including any amendments thereto or re-enactment thereof) and subject to the approval of shareholders and Securities and Exchange Commission of Pakistan, permission and consents as may be required, the Company's Article of Association be and hereby altered as per the provisions of the Company's Act, 2017."

"RESOLVED FURTHER THAT the aforesaid alteration in the Memorandum of Association of the Company shall be subject to any amendment, modification, addition or deletion as may be deemed appropriate by the authorized person or as my be suggested, directed and advice by the Securities and Exchange Commission of Pakistan which suggestions, direction or advice shall be deemed to have

been approved as part of the special resolution without the need of the members to pass as special resolution."

"RESOLVED FURTHER THAT the Chief Executive Officer and/or Company Secretary and/or Chief Financial Officer be and is/are hereby authorized and empowered on behalf of the Company to do all acts, deeds and things, take all steps and actions necessary, ancillary and incidental for altering Memorandum rephrase/ change the main object clause of principal line of business in Memorandum of Association of the Company and Company's Article of Association whenever or wherever it may require."

"RESOLVED FURTHER THAT the certified copies of this resolutions be communicated to the concerned authorities, wherever required and shall remain in-force until notice in writing to the contrary be given."

Existing	Proposed
Sub-Clause 1 of Clause III:	The existing sub-Clause (1) of Clause III of
	the Memorandum of Association be replaced
	by the following:
"Subject to an in accordance with all	
applicable laws, rules and regulations and in	"Subject to an in accordance with all
particular, the Non-Banking Finance	applicable laws, rules and regulations and in
Companies (Establishment and Regulation)	particular, the Non-Banking Finance
Rules, 2003 (hereinafter referred to as "the	Companies (Establishment and Regulation)
NBFC Rules"), to carry on the businesses of	Rules, 2003 (hereinafter referred to as the
Investment Finance Services, Leasing,	"NBFC Rules"), to carry on, [based on and in
Housing Finance Services, Venture Capital	conformity with the principles of Islamic
Investment, Discounting Services, and other	Shariah], the businesses of Investment
allied and incidental forms of businesses and	Finance Services, Leasing, Housing Finance
services, as a Non-Banking Finance	Services, Venture Capital Investment,
Company (NBFC) in Pakistan and in other	Discounting Services, and other allied and
parts of the world, subject to the fulfillment	incidental forms of businesses and services,
of the capital adequacy requirements and the	as a Non-Banking Finance Company (NBFC)
approvals from the Securities and Exchange	in Pakistan and in other parts of the world,
Commission of Pakistan (hereinafter referred	subject to the fulfillment of the capital
to as "the Commission") and other	adequacy requirements and the approvals
appropriate regulatory approvals."	from the Securities and Exchange
	Commission of Pakistan (hereinafter referred
	to as the "Commission") and other
	appropriate regulatory approvals."

Existing and proposed principal line of business of the company

Reasons for change in principal line of business of the company

The new wording in Clause III(1) of the Memorandum of Association of the Company is necessary to give effect to change in principal line of business of the Company to Islamic Shariah principles and to allow Islamic Shariah-compliant investments, facilities, instruments and transactions. The proposed business can conveniently, efficiently and advantageously be combined with the existing business of the Company.

Changes/Amendment in the Articles of Association

The existing Articles of Association of Security Investment Bank Limited were required to be revised to align it with legislative changes and requirements brought about the Companies Act, 2017, listed companies (Code of Corporate Governance) Regulations, 2019 read with Securities Act, 201, Pakistan Stock Exchange Rules, other applicable rules and regulations and ensure its conformity with the Securities Exchange Commission of Pakistan.

Accordingly, the board of directors of the bank in its meeting held on 26 June, 2023 has recommended amendments in the Articles of Association of the bank to bring in conformity with the Company's Act, 2017, the amendments of which shall be laid before the members at the Extra Ordinary General Meeting schedule of 19 July, 2023, in accordance with the requirements of section 134 (3) of the Companies Act, 2017.

For the purpose aforesaid, it is proposed to consider and, if thought fit, to pass the following resolutions as special resolutions, with or without modification to amend the Articles of Association of the Company.

"RESOLVED THAT the pursuant to all provisions of the Companies Act, 2017 including any statutory modification (s) thereto or re-enactment thereof, for the time being in force, and rules made there-under and subject to necessary statutory approvals and modifications, if any, consent of the members be and are hereby accorded to alter the existing Articles of Association of the bank in order to align the same with the applicable provisions of the Companies Act, 2017 and the rules made there- under and accordingly to adopt the proposed changes in the Articles of Association ."

"RESOLVED FURTHER THAT the Chief Executive Officer and/or Company Secretary and/or Chief Financial Officer be and is/are hereby authorized and empowered on behalf of the Company to do all acts, deeds and things, take any and all necessary steps, to fulfil the legal, corporate and procedural formalities and file all necessary documents/returns as deemed necessary on this behalf and the matters ancillary thereto fully achieve the object of the aforesaid resolution."

A comparison highlighting the changes proposed in the Articles of Association will be available on the Company's web site <u>www.sibl.com.pk</u> physical copies of the same are also dispatched along with notice of Extra Ordinary General Meeting at members registered addresses.

Interest of directors and their relatives

No Directors or Chief Executive of the Company or their relatives have any interest in the proposed alterations of the Memorandum of Association of the Company except in their capacities as Directors/Chief Executive/Shareholders.

Availability of Relevant Documents

A draft of the amended Memorandum of Association and Article of Association identifying the changes proposed in these documents, as on date is available for inspection at the registered office of the company from 9:00 am to 5:00 pm on any working day, up-to the last working day before the date appointed for the Extra Ordinary General Meeting.

al Haji 08, 1444 TUESDAY, June 27, 2023



The Nation

NOTICE OF THE EXTRAORDINARY GENERAL MEETING

Notice is hereby given that the Extraordinary General Meeting of Security Investment Bank Limited (the Company) will be held at the Registered Office of the Company located at Suite No. 3, 1st Floor, Junaid Plaza, I-10 Markaz, Islamabad, on 19 July 2023 at 10:30 am to transact the following business:

ORDINARY BUSINESS

HET LAHOPE I ISLAMABAD I GAMOAR I DUETTA

1. To confirm the minutes of the Annual General Meeting held on 28 April 2023.

SPECIAL BUSINESS

- To consider and approve the change of principal line of business in Memorandum of Association of the Company and Company's Articles of Association by passing the resolutions as special resolutions, with or without modification, addition or deletion in terms of Companies Act, 2017.
- 3. To consider and if deemed fit, to pass the resolutions with or without amendments, to alter/amend the Articles of Association of the Bank, in order to bring them in conformity with the provisions of the Companies Act, 2017.
- 4. To consider and if deemed fit, to pass the following resolution as ordinary resolution to circulate the annual audited financial statements/ annual report to the members of the Company through QR enabled code and weblink instead of circulation of CD/DVD/USB/Hard copies of said audited financial statements/annual report of the Company, with or without modification, addition(s) or deletion(s), as recommended by the Board of Directors:

"RESOLVED THAT approval of members of Security Investment Bank Limited be and is hereby accorded that the Company may circulate its annual report including annual audited financial statements, auditor's report, Director's report, Chairman's review report and other reports contained therein to the Members of the Company through QR enabled code and weblink replacing the distribution of CD/DVD/USB/Hard copies of audited financial statements/ annual report of the Company"

Statement under Section 134(3) of the Companies Act, 2017, pertaining to the special business referred to the above is annexed to this notice of meeting, being sent to the shareholders.

ANY OTHER BUSINESS

4. To transact such other business as may be placed before the meeting with the permission of the chair.

BOOK CLOSURE

The share transfer book of the company will remain closed from 13 July 2023 to 19 July 2023 (both days inclusive). Transfer applications received in order at the office of the Share Registrar of the Company (i.e. C & K Management Associates (Pvt) Limited, Room No. 404, Trade Tower, Abdullah Haroon Road, Karachi) by the close of business on 12 July 2023 will be treated in time for determining the entitlement of members to attend the Extraordinary General Meeting of the Company.

By order of the Board

Karachi: 26 June 2023

Company Secretary

NOTES

- 1. A member entitled to attend and vote at this meeting is entitled to appoint a proxy to attend and vote on his/ her behalf. Proxies in order to be effective must be received at the office of the share registrar of the company duly stamped and signed not less than 48 hours before the meeting. A member may not appoint more than one proxy.
- 2. Members are requested to promptly communicate to the Share Registrar of the Company any change in their addresses.
- 3. CDC account holders and sub-account holders are required to follow the under mentioned guidelines as laid down by the Securities & Exchange Commission of Pakistan.

a. For attending the meeting

- In case of individuals, the account holder or sub-account holder shall bring his or her original CNIC or original passport along with Participant ID Number and the Account Number at the time of attending 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 shall submit the proxy form as per the above requirement.
- ii. The proxy form shall be witnessed by two persons whose names, addresses and CNIC number 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 or her original CNIC or original passport at the time of 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.
- 4. Pursuant to Section 150 of the Income Tax Ordinance, 2001 and Finance Act, 2020 withholding tax on dividend income will be deducted for 'Filer' and 'Non-Filer' shareholders at 15% and 30% respectively. According to the Federal Board of Revenue (FBR), withholding tax will be determined separately on 'Filer' Non-Filer' status of principal shareholder as well as joint holder(s) based on their shareholding proportions, in case of joint accounts. Members that hold shares with joint shareholding are requested to provide shareholding proportions of principal shareholder and joint holder(s) in respect of shares held by them to our Share Registrar in writing. In case the required information is not provided to our Registrar it will be assumed that the shares are held in equal shares by principal shareholder and joint holder(s).

5. SUBMISSION OF COMPUTERISED NATIONAL IDENTITY CARD/NATIONAL TAX NUMBER

We would like to bring it to the notice of our valued shareholders that the Securities & Exchange Commission of Pakistan (SECP) vide Notification No. SRO 831(I)/2012 dated 05 July 2012 in supersession of earlier Notification No. SRO 779(I)/2011 dated 18 August 2011, has directed all the listed companies to issue dividend warrant(s) only crossed as "A/C Payee Only" in the name of registered shareholder or in the name of authorised person where a registered shareholder authorises the Company to pay dividend, on his behalf, to any other person. The dividend warrant(s) should also bear the Computerised National Identity Card Number (CNIC) of the registered shareholder or the authorised person, except in case of minor(s) and corporate shareholders.

In view of the above, it is requested that the Members, who have not yet submitted photocopy of their valid CNIC are requested to send the same at the earliest directly to the Company Share Registrar.

The Corporate Shareholders are requested to provide at the earliest their National Tax Number directly to the Company Share Registrar.

STATEMENT OF MATERIAL FACTS UNDER SECTION 134(3) OF THE COMPANIES ACT, 2017

Changes in Principal Line of Business and Amendment in the Memorandum of Association

Under the provisions of the Company's Act, 2017, a company may carry on or undertake any lawful business or activity and do any act or enter into any transaction being incidental and ancillary thereto which is necessary in attaining its business activities, however, the principal line to business of the company shall be mentioned in the Memorandum of Association of the company which shall not be inconsistent or contradictory with name of the Company. The "principal line of business" has been defined to mean the business in which substantial assets are held or likely to be held or substantial revenue is earned or likely to be earned by a company, whichever is higher. Accordingly, the Board of Directors of the company has recommended the alteration in Memorandum of Association by replacing its existing object Clause-III with the new Clause-III as mentioned hereinafter.

For the purpose aforesaid, it is proposed to consider and, if thought fit, to pass the following resolutions as special resolutions, with or without modification to amend the Memorandum of Association of the Company.

"RESOLVED THAT approval of the members of the Company for the change of principal line of business in Memorandum of Association of the Company and accordingly alter, by replacing, its existing object Clause-III of the Memorandum of Association of the Company in accordance with the provisions of the Companies Act, 2017 be substituted by adopting following main new object Clause-III "

"To carry on, (based on and in conformity with the principles of Islamic Shariah), the businesses of Investment Finance Services, Leasing, Housing Finance Services, Venture Capital Investment, Discounting Services, and other allied and incidental forms of businesses and services, as a Non-Banking Finance Company (NBFC)".

"RESOLVED FURTHER THAT the pursuant to provisions of Section 38 of the Companies Act, 2017 (including any amendments thereto or re-enactment thereof) and subject to the approval of shareholders and Securities and Exchange Commission of Pakistan, permission and consents as may be required, the Company's Article of Association be and hereby altered as per the provisions of the Company's Act, 2017."

"RESOLVED FURTHER THAT the aforesaid alteration in the Memorandum of Association of the Company shall be subject to any amendment, modification, addition or deletion as may be deemed appropriate by the authorized person or as my be suggested, directed and advice by the Securities and Exchange Commission of Pakistan which suggestions, direction or advice shall be deemed to have been approved as part of the special resolution without the need of the members to pass as special resolution."

"RESOLVED FURTHER THAT the Chief Executive Officer and/ or Company Secretary and/ or Chief Financial Officer be and is / are hereby authorized and empowered on behalf of the Company to do all acts, deeds and things, take all steps and actions necessary, ancillary and incidental for altering Memorandum rephrase/change the main object clause of principal line of business in Memorandum of Association of the Company and Company's Article of Association whenever or wherever it may require."

"RESOLVED FURTHER THAT the certified copies of this resolutions be communicated to the concerned authorities, wherever required and shall remain in-force until notice in writing to the contrary be given."

EXISTING AND PROPOSED PRINCIPAL LINE OF BUSINESS OF THE COMPANY

Existing	Proposed
Sub-Clause-I of Clause-III: "Subject to an in accordance with all applicable laws, rules and regulations and in particular, the Non-Banking Finance Companies (Establishment and Regulation) Rules, 2003 (hereinafter referred to as "the NBFC Rules"), to carry on the businesses of Investment Finance Services, Leasing, Housing Finance Services, Venture Capital Investment, Discounting Services, and other allied and incidental forms of businesses and services, as a Non-Banking Finance Company (NBFC) in Pakistan and in other parts of the world, subject to the fulfillment of the capital adequacy requirements and the approvals from the Securities and Exchange Commission of Pakistan (hereinafter referred to as "the Commission") and other appropriate regulatory approvals."	The existing sub-Clause (I) of Clause-III of the Memorandum of Association be replaced by the following: "Subject to an in accordance with all applicable laws, rules and regulations and in particular, the Non-Banking Finance Companies (Establishment and Regulation) Rules, 2003 (hereinafter referred to as the "NBFC Rules"), to carry on, [based on and in conformity with the principles of Islamic Shariah], the businesses of Investment Finance Services, Leasing, Housing Finance Services, Venture Capital Investment, Discounting Services, and other allied and incidental forms of businesses and services, as a Non- Banking Finance Company (NBFC) in Pakistan and in other parts of the world, subject to the fulfillment of the capital adequacy requirements and the approvals from the Securities and Exchange Commission of Pakistan (hereinafter referred to as the "Commission") and other appropriate regulatory approvals."

Reasons for change in Principal Line of Business of the Company

The new wording in Clause-III(1) of the Memorandum of Association of the Company is necessary to give effect to change in principal line of business of the Company to Islamic Shariah principles and to allow Islamic Shariah-compliant investments, facilities, instruments and transactions. The proposed business can conveniently, efficiently and advantageously be combined with the existing business of the Company.

Changes/Amendment in the Articles of Association

The existing Articles of Association of Security Investment Bank Limited were required to be revised to align it with legislative changes and requirements brought about the Companies Act, 2017, listed companies (Code of Corporate Governance) Regulations, 2019 read with Securities Act, 201, Pakistan Stock Exchange Rules, other applicable rules and regulations and ensure its conformity with the Securities Exchange Commission of Pakistan.

Accordingly, the board of directors of the bank in its meeting held on 26 June, 2023 has recommended amendments in the Articles of Association of the bank to bring in conformity with the Company's Act, 2017, the amendments of which shall be laid before the members at the Extrordinary General Meeting schedule of 19 July, 2023, in accordance with the requirements of Section 134(3) of the Companies Act, 2017.

For the purpose aforesaid, it is proposed to consider and, if thought fit, to pass the following resolutions as special resolutions, with or without modification to amend the Articles of Association of the Company:

"RESOLVED THAT the pursuant to all provisions of the Companies Act, 2017 including any statutory modification(s) thereto or re-enactment thereof, for the time being in force, and rules made there-under and subject to necessary statutory approvals and modifications, if any, consent of the members be and are hereby accorded to alter the existing Articles of Association of the bank in order to align the same with the applicable provisions of the Companies Act, 2017 and the rules made there-under and accordingly to adopt the proposed changes in the Articles of Association."

"RESOLVED FURTHER THAT the Chief Executive Officer and/ or Company Secretary and/ or Chief Financial Officer be and is/are hereby authorized and empowered on behalf of the Company to do all acts, deeds and things, take any and all necessary steps, to fulfil the legal, corporate and procedural formalities and file all necessary documents/ returns as deemed necessary on this behalf and the matters ancillary thereto fully achieve the object of the aforesaid resolution."

A comparison highlighting the changes proposed in the Articles of Association will be available on the Company's website **www.sibl.com.pk** physical copies of the same are also dispatched along with notice of Extraordinary General Meeting at members registered addresses.

Interest of Directors and their Relatives

No Directors or Chief Executive of the Company or their relatives have any interest in the proposed alterations of the Memorandum of Association of the Company except in their capacities as Directors/Chief Executive/Shareholders.

Availability of Relevant Documents

A draft of the amended Memorandum of Association and Article of Association identifying the changes proposed in these documents, as on date is available for inspection at the registered office of the company from 9:00 am to 5:00 pm on any working day, up-to the last working day before the date appointed for the Extraordinary General Meeting.





ہو کی سیجواں کا طروباری سرسیط کا اتجام ہوں کے لارم ہوں تاہم جن کا پر چہلان نوجو سے میورند ماک کے موجود وجو ای کے مالاس میر طروق میں ہونی چاہیے ''کاروباری پر کیل لائن' کی وضاحت اس طرح کی جاتی ہے کہ دوکاروبارجس میں کسی تیجی کینی کے پاس متاسب اخاط جات موجود وسروض کی طلور پر موجود رکھے جا تیں پامناسب رید ندھاصل اکمیا تھا ہو پا مکن طور پر حاسل کیا جا سکا ہو، ہوتھی زائد ہو۔ اس کے طلاق میٹون کے بول مالان کی موجود موض خی اس ک سیک

میں ترسیم بنی سق-ااا کے ساتھ کر دی جائے ،جیسا کہ بعدازاں درج کیا گیا ہے۔

ندکورہ بالا مقصد کے تحت غور دخوض کے لئے میرتحویز کیا گیااور درست پانے کی صورت میں کپنی کے میںورنڈ م آف ایسوی ایشن میں ترمیم کے لئے درج ذیل قرار دادول کوبطور خصوصی قرار دادتر میم یا بالتر میم منظور کیا جاتا ہے:

'' **قرار پایا** کینٹی کے میورنڈم آف ایسوی ایشن میں کاروبار کی رکپل لائن میں تبدیلی کے لئے کپنی کے مبران کی منظوری حاصل کی جائے اوراس کے بعد کمپنیزا یک ، ۲۰۱۰ کی شقوں کے مطابق کپنی کے میورنڈم آف ایسوی ایشن کی موجودہ معروضی شق-۱۱۱ میں تبدیلی کے بعد تر میم کرتے ہوئے درج کی معروضی شق-۱۱۱ کورائی کرنے کہ زیسے اس کا متبادل تصور کیا جائے۔'

^{**} کاروبار جاری رکھتے ہوئے (اسلامی شریعت کے اصولوں پیٹی اوراس کے میں مطابق) انویسٹھن فانس سرومز، لیز تک مہاؤستگ فن ش سرومز، ویٹچر کمپنل انویسٹھند، ڈسکا ڈھٹک سرومز اور دیگر شسکہ اورکاروباروں اور سرومز کی انقاق اهلال بلورتان - بیکنگ فانس کیپٹی (این پی ایف ی) انجام دینا۔*

''**مزید قرار پایا** که کپنیزایک، ۱۰۷ کے سیشن ۳۸ کی شقوں (بشمول اس میں کی گنی ترامیم یاری ُ۔ ان ایکٹرن) کے مطابق اور شیئر ہولڈرز اور سیج و شیز ایڈ ایچینی کمیشن آف پاکستان کی منظوری **۔ م**شروط اجازت اور رضامندی، جوبھی درکارہو، کمپنی کے ارتیکز آف ایسوی ایش میں کپنیزا یک، ۱۰۰ کی شقوں کے مطابق ترمیم کی جائے اجر'

د'**هر بیز قرار پایا** که کینی سے میورنڈ م آف ایسوسی ایشن میں مذکورہ بالاتبد یک سی میں وڈیفکیشن ، اضافہ یا حذف کرنے ، مجار بحض کی جانب سے جیسا بھی موز وں تصور کیا جائے اتجو بر کیا جائے اور سیکیو رشزا بنڈا پھچٹی میشن آف پاکستان کی جانب سے مدایت یا آگاہ کیا جائے ، سے مشروط ہوگی۔ایس ای تی تی کی تجاویز ، مدایت یا مشور سے ندکورہ بالاخصوصی قرار داد کی حصے سے طور پرخصوصی قرار داد کی حیثیت سے ممبران کی ضرورت نے بغیر منظور شدہ تصور کیے جاکس گاہ کیا جائے ،

'' **حریقرار پایا** که چیف ایگز یکوا فیسراور/ یا تینی تکریئر کاور یا چند فنانش آ فیسرکوافتار دیاجا تحاور بذرایعه ندا اختیار دیاجا تا ہے کہ دو کمپنی کے میمور نڈم آف ایسوسی ایشن اور کمپنی کے آرٹیکڑ آف ایسوسی ایشن میں کاروبار کی پرلیل لائن کی مرکز می معروفتی تن میمورند مودوبارہ تر تیب دینے/تبدیل کرنے کے لئے دومتمام اقدامات، معاہدےادرکارروائیاں انجام دیں اور تمام خروری، انفاقی اور حادثانی اقدام اور کارروائیاں بروے لائمیں جن کی جب اور جبال ضرورت پیش آئے۔''

ن **حز یاقرار پایا** که اس قراردادوں کی مصدقہ نقول متعلقہ دکام کوارسال کردی جا ئیں گی، جب اور جہاں بید درکار ہوئیں اور اس وقت تک نافذ العمل رہیں گی جب تک ان کے متبادل کے طور پرکونی تحریری نوٹس نیس دیاجاتا۔''

بگوژه	موجوده
میور ندم آف ایسوی ایش کی موجودہ شق-۱۱۱ کی ذیلی شق (۱) درج ذیل سے تبدیل کی	ش-١١١ کى دېلى ش-١١ :
چارتی ہے:	'' تہام مردجہ قوانین، قواعداور ضوابط کے مطابق اور خصوصی طور پریان۔ بینکنگ فنانس کمپنیز
^{در} تمام مروجه قواندین، قواعد وضوابط اور خصوصی طور پریان بینکنگ فنانس کمپنیز (الطیبکشمن ^ے	(الشیکشمنٹ اورریگولیشنز)رولز،۲۰۰۳ (بعدازاں جن کا حوالہ این بی ایف بی رولز کے طور
اورریگولیشنز)رولز،۳۰۰۳ (بعدازاں جن کا حوالہ این بی ایف سی رولز کےطور پر دیا جائے	پر دیا جائے گا) سے مشروط انویسٹمنٹ فنانس سروسز، لیزنگ، ہاؤسنگ فنانس سروسز، ویڅچر
گا) ہے مشروطِ انجام دہی(جواسلامی شریعت کے اصولوں پر بنی اور اس کے مطابق ہو)	لیپنل انویسٹمنٹ، ڈ سکاؤنٹنگ سرومیز اورکاروباروں اور سرومیز کی دیگر منسلکہ اور اتفاقی سیار اور سرمیز
انویسٹمنٹ فنائس سروسز، لیزنگ، ہاؤسٹکِ فنائس سروسز، ویچر کیپٹل انویسٹنٹ،	ا شکال ابطور پاکستان اورد نیا کے دیگر حصوں میں ایک نان بینکنگ فنانس کمپنی (این فی ایف سر بریز فرید جدید اور دنیا کر ذ
ڈ سکاؤمٹنگ سرومز اورکاروباروں اور سرومز کی دیگر منعلکہ اور اتفاقی اشکال، بطور پاکستان منابع میں میں معرف میں	سی) کارفرما، جو مناسب سرمائے کی ضرورت کو پیدا کرتی ہواور سیکو رشیز اینڈ ایکچینج کمیشن آف یا کستان (بعدازاں جس کا حوالہ کمیشن کےطور پر دیا جائے گا)اور دیگر مناسب قانونی
اور دنیا کے دیگر حصوں میں ایک نان میکنڈک فنانس کمپنی (این بی ایف می) کارفرما، جو دون سرب ایس کا شرحیت کران ایک قبر جدار سک شرور دون محفظة کمیشر ترزیب کا تار	اف پا سان ربعداران، ک6 موانه مین سے طور پردیا جانے 6)اورد یر مناسب کا وق اجازت نامول سے مشروط ہوگی۔
مناسب سرمائے کی ضرورت کو پورا کرتی ہواور سیکیو ریٹرا نیڈ ایٹر چینچی کمیشن آف پاکستان (بعد ازاں جس کا حوالہ کمیشن کے طور پردیا جائے گا) اور دیگر مناسب قانونی اجازت	
تر جمد ارال من کا کوار که من کے کور کردیا جانے کا کا اور دیر کا کتب کا دی اجارت تا مول سے مشروط ہوگی۔	

کمپنی کے کاردبار کی موجودہ ادر مجوزہ پر پل لائن

کمپنی کے کاروبار کی پر پہل لائن میں تبدیلی کی وجوہات

سمپنی کے میمورنڈ م آف ایسوی کی شق-۱۱۱(1) میں بنے الفاظ بینی کے کارد بارکی پرلیل لائن میں اسلامی شرایت کے اصولوں اور اسلامی شرایت کے مطابق سرمایہ کاریوں، سولتوں ،انسٹر دمنٹس اور معاملت کو پر وئے کارلانے کیلیئے ضروری ہے ۔ مجوزہ کاروبار کپنی کے موجودہ کاروبارے باسبولت مستعداد ارمنید ثابت ہوسکتا ہے۔

آرفيكز آف ايوى ايش ش تبديليا / ترميم

سیکیور ٹی انویسٹنٹ بینک لینڈ کے موجودہ آریکٹز آف ایسوسی ایشن کو کمپینز ایک ، ۱۰۷۰ اسٹڈ کمپینز (کوڈ آف کارپوریٹ گودنینس) ریگولیشنز ، ۲۰۱۹ ساتھ ملاکر پڑھیں سیکیو رثیرزا یک ، ۲۰۱۰ با کستان اسٹاک آیسچینج دلڑ، دیگر مرجد قواعدہ ضوابط کے بارے میں لاگوقانو فی تبدیلیوں اور شرائط ہے ہم آبٹک اوران کے مطابق بانا اور سیکیو رثیرا یکچینج کمیشن آف پاکستان کے ساتھ مطابقت کو قطیفی بانا ہے۔

اس کے مطابق بینک کے بورڈ آفڈائر یکٹرز نے اپنے اجلاس منعقدہ ۲۶ جون ۲۰۱۳ء میں مینک کے آرفیکز آف ایسوی ایشن میں ترامیم کی سفارش کی تا کہ اے کمپنیزا یکٹ، ۲۰۱۷ کے مطابق لایا جا گے۔ ترامیم کوغیر معمولی اجلاس عام منعقدہ ۱۹ جول کی ۲۰۱۳ ای میں کمپنزا یک ، ۲۰۱۷ کے مطابق ممبران کے زو بروچیش کیا جائ

ند کوره بالا مقصد کیلئے سام غور وفوض کیلئے تجویز کیا گیااور درست پانے کی صورت میں کمپنی کے آرٹیکز آف ایسوی ایشن میں ترمیم کیلئے درج ذیل قرار دادوں کوابطور خصوصی قرار دادتر میم میاباتر میم منظور کرنا ہے:

د **قرار پایا** که مینزا یک، ۱۰ می کمام شقون شمول اس متعلق قانونی ترمیم (ترامیم)یا بچودفت کیلئے لاگوکردہ ری۔ ان ایکٹنٹ ،اگر کوئی ہو، سے مطابق ممبران کی اجازت حاصل کی جائے اور بذریعہ بلز احاصل کی جاتی ہے کہ بینک سے موجودہ آریکلز آف ایسوی ایش میں تبدیلی کر کے اسے کمپینزا یک ، ۱۰ میں کا ندالعمل شقول اوراس *کے تح*ت لاگوضوا ہوا سے بہم آ جنگ بنایا جائے اور آریکلز آف ایسوی ایشن میں مجوزہ جنوبیا پوں کورائح کیا جائے۔''

''**مزید قرار پایا** که چف مگیزیکو نیسراور/ یا کمپنی سیکریٹری اور/ یا چیف فنانٹس آفسر کوافتیار دیاجائے اور بذر اید بلدان اختیار دیاجا تا ہے کہ دو کمپنی کی جانب سے مجاز میں کہ ندکورہ بالاقرار داد کے مقاصد حاصل کرنے کے لئے دو تمام اقد املت، معاہد بے اور کاروا ئیاں انجام دین اور تمام قانونی، کار پوریٹ اور تکی کارروا ئیاں انجام دین اور تمام خروری دستاویز اس^ک گوشوار بے داخل کریں جیسا کہ اس سلط میں ضروری تصور کے جائیں اور قرار داد دیک سلط میں قدام لازی امور کادور ان کو ایک انہیں انداز کی انجام دین اور قدام خروری دستاویز اسک کو اور بلا قرار داد کے مقاصد حاصل

آرئیکز آف ایسوی ایش میں مجوزہ تبدیلیوں کو واضح کرنے کیلئے ایک تقابلی جائزہ کمپنی کی ویب سائٹ www.sibl.com.pk پر متلیاب ہے جبکہ اس کی فویکل فقول غیر معمولی اجلاس عام کے نوٹس کے ماتھ ممبران کوان کے رجسر ڈپٹوں پرارسال کی جاری میں۔

دائر يكثرز اوران كرعزيز واتارب كمفادات

سمپنی کے می ڈائر یکٹرزیاچیف ایگزیکٹوکا کمپنی کے میںورنڈ م آف ایسوتی ایشن میں مجوزہ تر امیم ہے کوئی مفاد وابسة نہیں ہے، ماسواتے ان کے لطورڈ ائر یکٹرز/ چیف ایگزیکٹوکشیئر ;ولڈرز کی حثیت ہے۔

متعلقه دستاويزات كى دستيابي

تر میم شدد میمورند م آف ایسوسی ایشن ادر آریکلز آف ایسوسی ایشن کا ایک مسوده جس میں آج تک کی تاریخ میں ان دستاو پزات کے اندر بحوز د تبدیلیوں کی وضاحت کی گئی ہے، جائزے کے لئے تمپنی کے رجمز ذآفس میں کسی بھی ایا مکار کے دوران صبح ۲۰۰۰ بج غیر معمولی اجلاس عام کے لئے مقررہ کردد تاریخ فے قبل قرمی ایا مکار تک دستیاب ہے۔