



BML

بنک مکرمہ
Bank Makramah Ltd.

Ref: BML/CSD/2024/12-09

Date: 06.12.2024

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

Subject: NOTICE OF THE EXTRAORDINARY GENERAL MEETING OF THE TERM FINANCE CERTIFICATE HOLDERS OF BANK MAKRAMAH LIMITED

Dear Sir,

We would like to inform you that an Extraordinary General Meeting of the Term Finance Certificate Holders ('TFC Holders') of Bank Makramah Limited ('the Bank') has been scheduled for December 27, 2024 at 11:00 a.m. at Executive Board Room, 9th Floor, Head Office, Plot No. G-2, Block-2, Clifton, Karachi.

The agenda for this meeting is to consider and approve the Scheme of Arrangement between Bank Makramah Limited and Global Haly Development Limited (the "BML Restructuring Scheme") under Section 279 to 283 and 285(8) of the Companies Act, 2017 prepared in connection with the restructuring of Bank Makramah Limited.

The above intimation is made for the necessary information of the TFC holders of the Bank.

Thanking You,

Very truly yours,

For and on behalf of
Bank Makramah Limited

For

Assad Rabbani



Assad Rabbani
Company Secretary

c.c.:

- i. To all the TFC holders (on their registered addresses available with the Bank)
- ii. The Head of Trustee & Agency Services, Pak Brunei Investment Company Limited, Horizon Vista, Commercial-10, Block-4, Scheme # 5, Clifton, Karachi
- iii. The Director, Banking Policy & Regulations Department, State Bank of Pakistan, I. I. Chundrigar Road, Karachi
- iv. The Executive Director (CI), Securities Market Division, Securities and Exchange Commission of Pakistan, NIC Building, Jinnah Avenue, Blue Area, Islamabad
- v. The General Manager, THK Associates (Private) Limited, 32-C, Jami Commercial Street No. 11, D.H.A, Phase 7, Karachi
- vi. The Head of Operations, Central Depository Company of Pakistan Limited, Head Office, CDC House, 99-B, Block -B, S.M.C.H.S, Main Shakra-e-Faisal, Karachi
- vii. The Senior Partner, Mandviwalla and Zafar, Advocates & Legal Consultants, C-15, Block 2, Clifton, Karachi
- viii. The Chief Executive, Mutual Funds Association of Pakistan, 207-209, 2nd Floor, Kassam Court, Block-5, Clifton, Karachi
- ix. The Director, Banking Supervision Department - 1, State Bank of Pakistan I.I. Chundrigar Road, Karachi

Head Office:

Plot # G-2, Block # 2, Scheme # 5, Clifton, Karachi - Pakistan.

PABX: (021) 32402924 Email: info@bankmakramah.com, Website: www.bankmakramah.com

Formerly known as Summit Bank Limited



BML

بنك مكرمه
Bank Makramah Ltd.

**NOTICE OF THE EXTRAORDINARY GENERAL MEETING OF THE TERM FINANCE
CERTIFICATE HOLDERS OF BANK MAKRAMAH LIMITED**

**IN THE HIGH COURT OF ISLAMABAD
(Company Jurisdiction)**

Company Original Petition No. 14 of 2024

In the matter of:

Sections 279 to 283 and 285(8) of the Companies Act, 2017

And

In the matter of:

1. Bank Makramah Limited

Plot No. 9-C, F-6 Markaz,
Supermarket, Islamabad

.....PETITIONER No. 1

2. Global Haly Development Limited

F-67, Block-5
Clifton, Karachi

.....PETITIONER No. 2

NOTICE

NOTICE IS HEREBY GIVEN that pursuant to the Order dated the December 02, 2024, of the High Court of Islamabad passed in Company Original Petition No. 14 of 2024, an extraordinary general meeting of the TFC Holders of Bank Makramah Limited (“BML”) will be held in Executive Board Room, 9th Floor, BML Head Office, Karachi on December 27, 2024, at 11 AM, to consider and if thought fit, to approve, adopt and agree to the Scheme of Arrangement between BML and Global Haly Development Limited (“GHDL”) for the restructuring of BML (“BML Restructuring Scheme”).

Copy of the statement under Section 281 of the Companies Act, 2017 (the “281 Statement”) is being provided with the notice of the meeting sent to the TFC Holders of BML. The BML Restructuring Scheme has been placed on the website of the Bank at <https://www.bankmakramah.com/notices-other-downloads/>. Additional copies of the BML Restructuring Scheme, and 281 Statement may be obtained from the Head Office of BML, Plot G-2, Level 11, Block-2, Clifton, Karachi during normal office hours on application prior to the meeting by the TFC Holders of BML. Further, a copy of the BML Restructuring Scheme can be obtained by email at companysecretary@bankmakramah.com

The BML Restructuring Scheme will be subject to the subsequent approval of the Court.

By and on behalf of the Issuer / Bank



Assad Rabbani
Company Secretary
Bank Makramah Limited

Karachi

Dated: December 6, 2024



BML

بنك مكرمه
Bank Makramah Ltd.

NOTES:

1. Draft of resolutions proposed to be considered by the TFC Holders of BML at the meeting is already provided.
2. All TFC Holders of BML are entitled to attend and vote at the meeting. A TFC Holder eligible to attend and vote at the meeting may appoint any other person as proxy to attend and vote in the meeting. Proxies in order to be effective must be received by the Shares Registrar of the Bank not later than 48 hours before the time of the meeting. In case of corporate entities, the nominee attending the meeting will produce the Board of Director's resolution or power of attorney with specimen signature of the nominee at the time of the meeting.
3. An instrument of proxy for the meeting is already provided with the notice sent to the TFC Holders of BML. Further copies of the instrument of proxy may be obtained from the Head office of BML, Plot No. G-2, Level 11, Block-2, Clifton, Karachi.



BML

بنک مکرمہ
Bank Makramah Ltd.

NOTICE OF THE EXTRAORDINARY GENERAL MEETING OF THE TERM FINANCE CERTIFICATE HOLDERS OF BANK MAKRAMAH LIMITED

IN THE HIGH COURT OF ISLAMABAD
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www.bankmakramah.com, UAN: 021-111-124-365

AD Size: 4 col x 22 cm



BML

بنک مکرمہ
Bank Makramah Ltd.

بنک مکرمہ لمیٹڈ کے ٹرم فنانس سرٹیفکیٹ ہولڈرز کے غیر معمولی اجلاس عام کی اطلاع

اسلام آباد ہائی کورٹ میں

(کمپنی کا دائرہ اختیار)

کمپنی اور رجسٹرڈ پینشن نمبر 14 برائے 2024ء

معاملہ برائے:

کمپنیز ایکٹ 2017ء کی دفعات 279 سے 283 اور (8)285

اور

معاملہ برائے:

1. بینک مکرمہ لمیٹڈ

پلاٹ نمبر C-6، 9-F مرکز،

سپر مارکیٹ، اسلام آباد

2- گلوبل ہیٹی ڈیولپمنٹ لمیٹڈ

F-67، بلاک-5، کلفٹن، کراچی

..... درخواست گزار نمبر 1

..... درخواست گزار نمبر 2

اطلاع

بذریعہ ہذا اطلاع دی جاتی ہے کہ اسلام آباد ہائی کورٹ کے آرڈر مورخہ 02 دسمبر 2024ء جو کمپنی اور رجسٹرڈ پینشن نمبر 14 برائے 2024ء میں جاری کیا گیا تھا کے تحت بینک مکرمہ لمیٹڈ ("BML") کے ٹرم فنانس سرٹیفکیٹ ("TFC") ہولڈرز کا ایک غیر معمولی اجلاس عام 27 دسمبر 2024ء کو صبح 11:00 بجے، ایگزیکٹو بورڈ روم، نویں منزل، BML ہیڈ آفس، کراچی میں منعقد ہوگا جس کا مقصد BML اور گلوبل ہیٹی ڈیولپمنٹ لمیٹڈ ("GHDL") کے درمیان BML کی ری اسٹرکچرنگ کے لیے اسکیم آف آرگنائزیشن ("BML Restructuring Scheme") پر غور کرنا اور اگر مناسب سمجھیں تو اسے منظور کرنا، اپنانا اور اس سے اتفاق کرنا ہے۔

کمپنیز ایکٹ 2017ء کے سیکشن 281 ("281 اسٹیٹمنٹ") کے تحت اسٹیٹمنٹ کی کاپی BML کے TFC ہولڈرز کو اس اجلاس عام کی اطلاع کے ساتھ فراہم کی جا رہی ہے۔ بی ایم ایل ری اسٹرکچرنگ اسکیم بینک کی ویب سائٹ <https://www.bankmakramah.com/notices-other-downloads/> پر لگادی گئی ہے۔ TFC ہولڈرز BML ری اسٹرکچرنگ اسکیم اور 281 اسٹیٹمنٹ کی اضافی کاپیز اجلاس سے قبل BML کے ہیڈ آفس، پلاٹ نمبر 2-G، لیول 11، بلاک-2، کلفٹن، کراچی سے دفتر کے عمومی اوقات کے دوران بذریعہ درخواست حاصل کر سکتے ہیں۔ مزید یہ کہ بی ایم ایل ری اسٹرکچرنگ اسکیم کی کاپی companysecretary@bankmakramah.com پر ای میل کے ذریعے بھی حاصل کی جاسکتی ہے۔

BML ری اسٹرکچرنگ اسکیم بعد ازاں عدالت کی منظوری سے مشروط ہوگی۔

جاری کنندہ/ بینک کی طرف اور توسط سے

اسد ربانی
کمپنی سیکریٹری
بینک مکرمہ لمیٹڈ

کراچی

تاریخ: 06 دسمبر 2024ء

نوٹس:

1. BML کے TFC ہولڈرز کے لیے اجلاس میں زیر غور لائی جانے والی قراردادوں کا مسودہ پہلے ہی فراہم کر دیا گیا ہے۔
2. BML کے تمام TFC ہولڈرز اجلاس میں شرکت کرنے اور ووٹ دینے کے مجاز ہیں۔ اجلاس میں شرکت کرنے اور ووٹ دینے کا اہل TFC ہولڈرز کسی دوسرے فرد کو اجلاس میں شرکت کرنے اور ووٹ دینے کے لیے اپنا پروکسی مقرر کر سکتا ہے۔ پروکسی کے موثر ہونے کے لیے ضروری ہے کہ وہ بینک کے شیئرز رجسٹر کو اجلاس کے وقت سے کم از کم 48 گھنٹے پہلے لازماً وصول ہو جائیں۔ کارپوریٹ ادارے کی صورت میں، اجلاس میں شرکت کے لیے نامزد فرد کو اجلاس کے وقت بورڈ آف ڈائریکٹرز کی قرارداد یا نامزد فرد کے دستخط کے نمونے کے ساتھ مختار نامہ فراہم کرنا ہوگا۔
3. اجلاس کے لیے پروکسی کا اسٹرومنٹ پہلے ہی BML کے TFC ہولڈرز کو بھیجے گئے نوٹس کے ساتھ فراہم کر دیا گیا ہے۔ پروکسی کے اسٹرومنٹ کی مزید کاپیز BML کے ہیڈ آفس، پلاٹ نمبر 2-G، لیول 11، بلاک-2، کلفٹن، کراچی سے حاصل کی جاسکتی ہیں۔