MCB-ARIF HABIB
Savings and Investments Limited

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is hereby given that an Extraordinary General Meeting (EOGM) of MCB-Arif Habib Savings and Investments Limited will be held on **Friday, 7th July, 2023 at 11:30 am at Sapphire Hall, Ramada Creek, Zulfiqar Street 1, DHA Phase VIII, Karachi, Pakistan**, as well as through Electronic means/ Video link facility to transact the following businesses:

Ordinary Business

1. To confirm the minutes of the last Extraordinary General Meeting held on February 06, 2023.

Special Business

2. **To consider and, if thought fit, to pass with or without modification(s), the following as a Special Resolution to approve change of company name from "MCB-Arif Habib Savings and Investments Limited" to "MCB Investment Management Limited" and relevant alterations in the Memorandum and Articles of Association of the Company.**

"**RESOLVED THAT** subject to the approval of the Securities and Exchange Commission of Pakistan under Section 12 of the Companies Act, 2017 the name of the Company be changed from "**MCB-Arif Habib Savings and Investments Limited**" to **"MCB Investment Management Limited".**

RESOLVED FURTHER THAT the name of the Company "**MCB-Arif Habib Savings and Investments Limited**" wherever appearing in the Memorandum and Articles of Association of the Company be and is hereby replaced and read as "**MCB Investment Management Limited**".

RESOLVED FURTHER THAT the Chief Executive and/or Company Secretary and /or Chief Financial Officer of the Company be and are hereby jointly or severally authorized to prepare, finalize, execute and file all necessary documents, and do all necessary acts, deeds, and things in connection therewith and ancillary thereto as may be required or expedient to give effect to the above resolution and to complete all necessary corporate and legal compliances and formalities."

Any Other Business

3. To transact any other business with the permission of the Chair.

Statement under Section 134(3) of the Companies Act, 2017 in respect of special business contained in Agenda Item Number 2 is annexed to the notice being sent to the members.

By Order of the Board

Altaf Ahmad Faisal
Company Secretary

June 10, 2023
Karachi.

IMPORTANT NOTICES:

1. **PARTICIPATION VIA PHYSICAL PRESENCE OR THROUGH VDEIO LINK FACILITY**
The Company intend to convene this EOGM with minimal physical interaction of members while ensuring compliance with the quorum requirements and requests the member to consolidate their attendance and voting at the EOGM through proxies.

Members, interested to participate in the meeting via video link facility, are requested to email their Name, Folio Number / participant's ID number, Cell Number, CNIC / Passport Number with subject "**Registration for MCBAH EOGM**" along with valid copy of both sides of Computerized National Identity Card (CNIC) at **eogm@mcbah.com**. Video link and login credentials will be shared with only those members whose emails, containing all the required particulars, are received at least forty-eight (48) hours before the time of EOGM.

Login facility will be opened thirty minutes before the meeting time to enable the participants to join the meeting after identification process. Members will be able to login and participate in EOGM proceedings through their devices after completing all the formalities required for the identification and verification of the members and members will be encouraged to participate in the EOGM to consolidate their attendance and participation through proxies.

2. **NOTICE OF BOOK CLOSURE**
The Share Transfer Books of the Company will remain closed from Monday, June 26, 2023 to Friday, July 07, 2023 (both days inclusive). Transfers received in order at the office of our Share Registrar M/s. CDC Share Registrar Services Limited, CDC House, Block B, SMCHS, Main Shahrah-e-Faisal, Karachi – 74400, by the close of business (5:00 p.m.) on Friday, June 23, 2023, will be considered in time for the determination of the entitlement of the shareholders to attend and vote at the meeting.

3. **APPOINTMENT OF PROXY AND PARTICIPATION IN THE EOGM**
A member entitled to attend, speak and vote at the EOGM is entitled to appoint another person as his/her proxy to attend, speak and vote for his/her behalf. A proxy need not be a member of the Company. A proxy has the right to demand and join in demanding a poll and vote on a poll.

The instrument appointing proxy, together with the power of attorney or other authority under which it is signed, as the case may be, or a notarially certified copy of the power or authority, must be deposited at the Registered Office of the Company at least 48 working hours before the time of the meeting. In case of corporate entity, the Board of Directors' resolution / power of attorney with specimen signature shall be submitted (unless it has been provided earlier) along with proxy form to the Company. Form of Proxy is enclosed in English and Urdu language.

Beneficial owners of the physical shares and the shares deposited with the Central Depository Company of Pakistan Limited (CDC) and / or their proxies are required to produce their original Computerized National Identity Card (CNIC) or Passport for identification purpose at the time of attending the meeting.

The members are hereby notified that pursuant to Companies (Postal Ballot) Regulations, 2018 ("the Regulations") amended through Notification dated December 05, 2022, issued by the Securities and Exchange Commission of Pakistan ("SECP"), SECP has directed all the listed companies to provide the right to vote through electronic voting facility and voting by post to the members on all businesses classified as special business.

Accordingly, members of MCB-Arif Habib Savings and Investments Limited will be allowed to exercise their right to vote through electronic voting facility or voting by post for the special business in its forthcoming Extraordinary General Meeting to be held on Friday, 7th July, 2023 at 11:30 am at Sapphire Hall, Ramada Creek, Zulfiqar Street 1, DHA Phase VIII, Karachi, Pakistan, in accordance with the requirements and subject to the conditions contained in the aforesaid Regulations.

For the convenience of the Members, ballot paper is annexed to this notice and the same is also available on the Company's website at www.mcbah.com for download.

Member are requested to update their details together with Name, Folio/ CDC Account No., E-mail address, contact number to the share registrar of the company M/s. CDC Share Registrar Services Limited, CDC House, Block B, SMCHS, Main Shahrah-e-Faisal, Karachi – 74400.

4. **PROCEDURE FOR E-VOTING:**
(a) Details of the e-voting facility will be shared through an e-mail with those members of the Company who have their valid CNIC numbers, cell numbers, and e-mail addresses available in the register of members of the Company by the close of business of **June 23, 2023**.

(b) The web address, login details, login details will be communicated to members via email. The security codes will be communicated to members through SMS from web portal of CDC Share Registrar Services Limited (being the e-voting service provider).

(c) Identity of the members intending to cast vote through e-Voting shall be authenticated through electronic signature or authentication for login.

(d) E-Voting lines will start from **July 03, 2023, 09:00 a.m.** and shall close on **July 06, 2023 at 5:00 p.m.** Members can cast their votes any time during this period. Once the vote on a resolution is cast by a Member, he / she shall not be allowed to change it subsequently.

5. **PROCEDURE FOR VOTING THROUGH POSTAL BALLOT**
The members shall ensure that duly filled and signed ballot paper, along with copy of Computerized National Identity Card (CNIC), should reach the Chairman of the meeting through post on the Company's registered address Adamjee House, 2nd Floor, I.I Chundrigar Road, Karachi or email at chairman@mcbah.com one day before the Extraordinary General Meeting on July 06, 2023, during working hours. The signature on the ballot paper shall match the signature on CNIC.

6. **VIDEO-CONFERENCE FACILITY**
If the members holding 10 per cent (ten percent) of the total paid up capital, are resident in any other city, the Company shall provide the facility of video-conference to such members for attending Extraordinary General Meeting of the Company, if so demanded by such members in writing to the Company at least seven (7) days before the date of the meeting.

Consent for Video-Conference Facility

I/We, _____, being a member of MCB - Arif Habib Savings & Investments Limited holder of Ordinary Share(s) as per Register Folio/CDC Participant ID & Sub-Account/Investor Account No. _____ hereby opt for participation in the Extraordinary General Meeting to be held on _____, 2023 or any adjourned meeting through video-conference facility at _____ (Please insert name of the City)

Date: _____

_____
Signature of member

7. **NOTICE OF SUBMISSION OF VALID CNIC COPIES (MANDATORY)**
Members, who have not yet submitted attested photocopy of their valid CNIC, are requested to submit the same along with folio number, at the earliest, directly to the Company's Share Registrar.

8. **CHANGE IN MEMBERS ADDRESSES**
Members are requested to immediately notify any change in their address to the Share Registrar M/s. CDC Share Registrar Services Limited.

9. **CONVERSION OF PHYSICAL SHARES IN TO BOOK-ENTRY FORM**
In compliance with section 72 of the Companies Act, 2017 and SECP's letter No. CSD/ED/Misc./2016-639-640 dated 26 March 2021, listed companies are required to replace existing physical shares issued by them into Book-Entry Form. In view of the above requirement, shareholders of the Company having physical folios/ share certificates are requested to convert their shares from physical form into Book-Entry Form as soon as possible.

Conversion of physical shares into Book-Entry Form would facilitate the shareholders in many ways i.e. safe custody of shares, readily available market for instant sale and purchase of shares, eliminate risk of loss & damage, easy & safe transfer with lesser formalities as compared to physical shares. The shareholders of the Company may contact Share Registrar of the Company [i.e. M/s. CDC Share Registrar Services Limited] for assistance in conversion of physical shares into Book-Entry Form.

STATEMENT OF MATERIAL FACTS PERTAINING TO SPECIAL BUSINESS UNDER SECTION 134(3) OF THE COMPANIES ACT, 2017
AGENDA NO. 2
CHANGE OF COMPANY NAME AND RELEVANT ALTERATIONS IN THE MEMORANDUM AND ARTICLES OF ASSOCIATION OF THE COMPANY

MCB-Arif Habib Savings and Investments Limited ("the Company") is a Public Listed Company and a subsidiary of MCB Bank Limited (MCB). Recently MCB has increased its shareholding in the Company from 51.33% to 81.42% as a result of divestment by Arif Habib Corporation Limited of entire 30.09% shareholding in capital of the Company. Accordingly, the board of directors of the Company in their meeting held on May 02, 2023 decided to change the name of the company from "MCB-Arif Habib Savings and Investments Limited" to "MCB Investment Management Limited" and relevant alterations in the Memorandum and Articles of Association as per special resolution appearing under Agenda No.2 of the meeting and comparative statement of changes annexed with the statement of material facts.

Disclosure of information under SRO 423 of 2018 dated April 03, 2018.

	Disclosure of information required under Para A.1	
(i)	Reasons and effects of change of name by the company	The main reason is to remove word "Arif Habib" from the company name due to divestment of entire 30.09% shareholding by Arif Habib Corporation Limited and resultant increase in MCB shareholding in the Company from 51.33% to 81.42%. The change of name will bring exclusivity in terms of association of the Company with MCB.
(ii)	Proposed new name of the company;	MCB Investment Management Limited _____
(iii)	Confirmation that the proposed name is not incommensurate with the principal line of business of the company	It is confirmed that the proposed name is not incommensurate with the principal line of business of the company
(iv)	If change of name is due to diversification of main business activities or entering a new geography etc.	Change of name is not due to diversification of main business activities or entering a new geography etc.
	Disclosure of information under Para A3 and A.4	
(i)	Comparative analysis of existing clause with the proposed amendment along with reasons and justification for the change;	Please see Annexure-A
(ii)	Reasons for each change in the Memorandum & Articles of Association of the company	To change the name of Company.
(iii)	A statement by the board that the proposed alterations are in line with the applicable provisions of the law and regulatory framework.	The Directors have duly given a statement, as required under Para A.4(iii) of the aforesaid that the proposed alterations are in line with the applicable provisions of the law and regulatory framework
	Disclosure under Para C(2)	
(i)	Nature and extent of interest, if any, therein of every director, whether directly or indirectly	The Directors of the Company have no interest in the proposed alterations in the Memorandum and Articles of Association except to the extent of their directorship in the Company.

Inspection of documents

A copy of existing Memorandum and Articles of Association along with copy of Memorandum and Articles of Association as will appear after proposed alterations, has been kept at the Registered Office of the Company which may be inspected during business hours (9 a.m. 5 p.m.) on any working day from the date of publication / issue of this notice.

ANNEXURE-A
COMPARATIVE ANALYSIS PROPOSED ALTERATIONS

MEMORANDUM OF ASSOCIATION		
Clause	Existing Clause	Proposed Clause
Heading	MCB-ARIF HABIB SAVINGS AND INVESTMENTS LIMITED	MCB INVESTMENT MANAGEMENT LIMITED
Clause I	The name of the Company is "MCB-ARIF HABIB SAVINGS AND INVESTMENTS LIMITED"	The name of the Company is "MCB INVESTMENT MANAGEMENT LIMITED"

ARTICLES OF ASSOCIATION		
Clause	Existing Clause	Proposed Clause
Heading	MCB-ARIF HABIB SAVINGS AND INVESTMENTS LIMITED	MCB INVESTMENT MANAGEMENT LIMITED
2(d)	"Company" means MCB-ARIF HABIB SAVINGS AND INVESTMENTS LIMITED.	"Company" means MCB INVESTMENT MANAGEMENT LIMITED
22	The instrument of transfer of any share shall be in writing in the following form or in any usual or common form which the Directors shall approve: I/ We, _____of _____ in consideration of the sum of Rs._____ paid to me/us by _____ of _____ (the "Transferee") do hereby transfer to the Transferee the share(s), numbered _____ to _____inclusive in MCB-ARIF HABIB SAVINGS AND INVESTMENTS LIMITED to hold unto the Transferee, his executors, administrators and assigns, subject to the several conditions on which I/We held the same at the time of the execution hereof, and I/We, the Transferee, do hereby agree to take the said share (or shares) subject to the conditions aforesaid.	The instrument of transfer of any share shall be in writing in the following form or in any usual or common form which the Directors shall approve: I/ We, _____of _____ in consideration of the sum of Rs._____ paid to me/us by _____ of _____ (the "Transferee") do hereby transfer to the Transferee the share(s), numbered _____ to _____inclusive in MCB-ARIF HABIB SAVINGS AND INVESTMENTS LIMITED to hold unto the Transferee, his executors, administrators and assigns, subject to the several conditions on which I/We held the same at the time of the execution hereof, and I/We, the Transferee, do hereby agree to take the said share (or shares) subject to the conditions aforesaid.
56	The instrument of transfer of any share shall be in writing in the following form or in any usual or common form which the Directors shall approve: I/ We, _____of _____ in consideration of the sum of Rs._____ paid to me/us by _____ of _____ (the "Transferee") do hereby transfer to the Transferee the share(s), numbered _____ to _____inclusive in MCB-ARIF HABIB SAVINGS AND INVESTMENTS LIMITED to hold unto the Transferee, his executors, administrators and assigns, subject to the several conditions on which I/We held the same at the time of the execution hereof, and I/We, the Transferee, do hereby agree to take the said share (or shares) subject to the conditions aforesaid.	Any instrument appointing a proxy may be in the following form, or in any other form, which the Directors shall approve: I, _____ of _____in the district of _____being a Member of MCB INVESTMENT MANAGEMENT LIMITED, hereby appoint _____of _____ as my proxy to vote for me and on my behalf at the annual or extraordinary, (as the case may be) General Meeting of the Company to be held on the ____day of _____and at any adjournment thereof. Signed this _____ day of _____.

BALLOT PAPER FOR VOTING THROUGH POST
FOR POLL AT EXTRAORDINARY GENERAL MEETING TO BE HELD ON
Friday, July 07, 2023 AT 11:30 AM AT Sapphire Hall, Ramada Creek, Zulfiqar Street 1, DHA Phase VIII, Karachi, Pakistan

Designated email address of the Chairman at which the duly filled in ballot paper may be sent: chairman@mcbah.com

Folio No. / CDC Account / Sub-Account No.	
Name of shareholder/joint shareholders	
Registered Address	
Number of shares held	
CNIC/NICOP Number or Passport Number (in case of Foreign national) (copy to be attached)	
Additional Information and enclosures (In case of representative of body corporate, corporation and Federal Government.)	
Name of Authorized Representative	
Authorized Representative's CNIC/NICOP Number or Passport Number (in case of Foreign national) (copy to be attached)	
Copy of Board Resolution / Power of Attorney of body corporate, corporation and Federal Government	

I/we hereby exercise my/our vote in respect of the following resolution(s) through postal ballot by conveying my/our assent or dissent to the following resolution(s) by placing tick (√) mark in the appropriate box below (delete as appropriate);

Sr. No.	Nature and Description of resolution(s)	No. of ordinary shares for which votes cast	I/We assent to the Resolution(s) (FOR)	I/We dissent to the Resolution(s) (AGAINST)
	Special Resolution (Agenda No. 2) **"RESOLVED THAT** subject to the approval of the Securities and Exchange Commission of Pakistan under Section 12 of the Companies Act, 2017 the name of the Company be changed from "**MCB-Arif Habib Savings and Investments Limited**" to "**MCB Investment Management Limited**". **RESOLVED FURTHER THAT** the name of the Company "**MCB-Arif Habib Savings and Investments Limited**" wherever appearing in the Memorandum and Articles of Association of the Company be and is hereby replaced and read as "**MCB Investment Management Limited**". **RESOLVED FURTHER THAT** the Chief Executive and/or Company Secretary and /or Chief Financial Officer of the Company be and are hereby jointly or severally authorized to prepare, finalize, execute and file all necessary documents, and do all necessary acts, deeds, and things in connection therewith and ancillary thereto as may be required or expedient to give effect to the above resolution and to complete all necessary corporate and legal compliances and formalities."			

_____
Shareholder / Proxy holder Signature/Authorized Signatory
(In case of corporate entity, please affix company stamp)

_____
DATE:

NOTES:
1. Duly filled postal ballot should be sent to Chairman, MCB-Arif Habib Savings and Investments Limited through **post** at Registered Office 2nd Floor, Adamjee House, I.I. Chundrigar Road, Karachi OR Email **chairman@mcbah.com**
2. Copy of CNIC/NICOP or Passport (in case of foreign national) should be enclosed with the postal ballot form. In case of representative of body corporate, corporation and Federal Government, Board Resolution / Power of Attorney will also be enclosed.
3. Postal ballot forms should reach chairman of the meeting on or before **Thursday, July 06, 2023, 5:00 PM** (last date of receiving postal ballot). Any postal ballot received after this date, will not be considered for voting.
4. Signature on postal ballot should match with signature on CNIC/NICOP.
5. Incomplete, unsigned, incorrect, defaced, torn, mutilated, over written ballot paper will be rejected.