



NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given to the members that the Twenty-second (22nd) Annual General Meeting of MCB-Arif Habib Savings and Investments Limited will be held on Monday, October 24, 2022 at 11:30 a.m. at Sapphire Hall, Ramada Creek, Zulfiqar Street 1, DHA Phase VIII, Karachi - Pakistan to transact the following businesses.

Ordinary Businesses:

- To confirm the minutes of the last Annual General Meeting held on October 26, 2021;
- To receive, consider and adopt the Annual Audited Financial Statements of the Company for the year ended June 30, 2022 together with Directors' and Auditors' Reports thereon;
- To declare and approve final cash dividend of 10 per cent i.e. Re. 10/- each for the year ended June 30, 2022, as recommended by the Board of Directors. This is in addition to the interim cash dividend of 20 per cent i.e. Rs. 2.0 per ordinary share of Rs. 10/- each, paid to the shareholders during the year, thus making a total cash dividend of 30 per cent i.e. Rs. 3.00 per ordinary share of Rs. 10/- each for the year ended June 30, 2022;
- To appoint external auditors of the Company for the year ending June 30, 2023 and fix their remuneration. The Board of Directors, on the recommendation of Audit Committee of the Company, has proposed the appointment of M/s. A.F. Ferguson & Co. Chartered Accountants, as external auditors of the Company for the year ending June 30, 2023;

Special Business:

- To consider and, if deemed appropriate, to pass with or without modification the following resolutions under Section 182 of the Companies Act 2017 for the purpose of approving loan to Chief Executive Officer (CEO) of the Company.

"RESOLVED THAT pursuant to the requirements of Section 182 of the Companies Act, 2017, and subject to the approval of the Commission, as specified in the Statement of Material Information under section 134(3) of the Companies Act, 2017, the approval of the members of the Company be and is hereby accorded for house loan of Rs. 12.5 million to Chief Executive Officer with such other conditions, as may be directed by the Commission, if any.

FURTHER RESOLVED THAT "the Chief Financial Officer" and/or "the Company Secretary" jointly or singly be authorized to take any or all actions which may be required for the disbursement of loan to Chief Executive Officer to sign a formal Loan Agreement as approved by the Board."

Statement under Section 134(3) of the Companies Act, 2017, concerning the Resolution for special business, is attached along with the Notice circulated to the members of the Company, and is deemed to be an integral part thereof.

Any Other Business:

- To transact any other business as may be placed before the meeting with the permission of the Chair.

By Order of the Board

September 30, 2022
Karachi

Altaf Ahmad Faisal
Company Secretary

Notes:

1. Participation via physical presence or through video link facility

The Company intend to convene this AGM 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 AGM 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 AGM"** along with valid copy of both sides of Computerized National Identity Card (CNIC) at agm@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 (no account shall be taken of any part of the day that is not a working day) before the time of AGM.

Members can also provide their comments and questions for the agenda items of the AGM at the email address agm@mcbah.com.

Name of member	CNIC No. / Passport No.	Folio / CDS No.	Cell No.	Email address
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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 AGM 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 AGM to consolidate their attendance and participation through proxies.

2. Closure of Share Transfer Books

The Share Transfer Books of the Company will remain closed from Monday, October 17, 2022 to Monday, October 24, 2022 (both days inclusive). Transfers received in order at the office of our Share Registrar M/s. CDC Share Registrar Services Limited, CDC House, 99-B, Block B, S.M.C.H.S., Main Shahrah-e-Faisal, Karachi - 74400, by the close of business (5:00 p.m.) on Friday, October 14, 2022, will be considered in time for the determination of entitlement of the members to final cash dividend and to attend and vote at the meeting.

3. Appointment of Proxy and Participation in the AGM

A member entitled to attend, speak and vote at the Annual General Meeting 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 shall also have 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 forty-eight (48) hours (no account shall be taken of any part of the day that is not a working day) 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 with Annual Report (in English and Urdu languages).

Beneficial owners of the physical shares and the shares deposited with the Central Depository Company of Pakistan Ltd. (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.

4. Notice of Submission of Valid CNIC Copies (Mandatory)

SECP vide SRO No. 831(1)/2012 dated July 05, 2012 directed the companies to issue dividend warrant only crossed as "A/c Payee only" which should bear the Computerized National Identity Card (CNIC) of the registered member or authorized person. Moreover, pursuant to the Companies (Distribution of Dividends) Regulations, 2017, CNIC numbers of shareholders are mandatorily required to be mentioned on Tax/Zakat/dividend certificate.

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.

5. 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.

6. Payment of Cash Dividend Electronically (mandatory requirement)

Under section 242 of Companies Act, 2017 (the Act) and the Companies (Distribution of Dividends) Regulations, 2017, every listed Company is required to pay dividend, if any, to their members compulsorily through electronic mode by directly crediting the same in their bank account provided by them. The Company shall be bound to withhold dividend of those members who do not provide their bank details.

Members are required to provide to the Company's Share Registrar, particulars relating to name, folio number, complete bank account number (IBAN), and title of bank account. CDC account holders should submit their request directly to their broker (participant)/CDC.

Those shareholders who have still not provided their IBAN are once again requested to fill in "E-Dividend Mandate Form" and send it duly signed along with a copy of valid CNIC to their respective CDC participant / CDC Investor account services (in case of shareholding in Book Entry Form) or to the Company's Share Registrar M/s. CDC Share Registrar Services Limited (CDCRSR), CDC House, 99-B, Block 'B', S.M.C.H.S., Main Shahrah-e-Faisal, Karachi-74400 (in case of shareholding in Physical Form).

E-Dividend Mandate Form is available at the Registered Office of the Company and can also be downloaded from the Company's website.

7. Deduction of Withholding Tax on the Amount of Dividend under Section 150 the Income Tax Ordinance, 2001 (Mandatory)

Pursuant to section 150 of the Income Tax Ordinance, 2001, the rates of deduction of income tax from dividend payments under the Income Tax Ordinance, 2001 are as follows:

- Rate of tax deduction for persons appearing in the Active Tax Payers List: **15 per cent**
- Rate of tax deduction for persons not appearing in the Active Tax Payers List: **30 per cent**

The tax deduction on the amount of cash dividend @ 15 per cent shall be made for the payment of dividend to shareholders whose names are entered in the Active Tax Payers List provided on the website of FBR, before close of business hour (5:00 p.m.) on Friday, October 14, 2022 otherwise tax on the cash dividend will be deducted @ 30 per cent. Active Tax Payers List is available at Federal Board of Revenue's (FBR) website: <http://www.fbr.gov.pk>

Further, according to clarification received from Federal Board of Revenue (FBR), with-holding 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.

The required information must reach our Share Registrar M/s CDC Share Registrar Services Limited by the close of business (5:00 p.m.) on Friday, October 14, 2022; otherwise it will be assumed that the shares are equally held by Principal shareholder and Joint Holder(s).

In this regard, all shareholders who hold shares jointly 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 as follows:

The corporate shareholders having CDC accounts are required to have their National Tax Number (NTN) updated with their respective participants, whereas corporate physical shareholders should send a copy of their NTN certificate to the Company or Share Registrar. The shareholders while sending NTN or NTN certificates, as the case may be, must quote Company name and their respective folio numbers.

For any query/problem/information, the investors may contact the Company and/or the Share Registrar at the following phone Numbers, email addresses:

Company: **MCB-Arif Habib Savings and Investments Limited**
UAN: 11-11-622-24 email: info@mcbah.com

Share Registrar: **CDC Share Registrar Services Limited**
Tel #: 0800-23275 email: info@cdcsrsi.com

8. Consent for Video Conference Facility:

In compliance with Section 134(1)(b) of the Companies Act, 2017 members of the Company may attend and participate in the AGM through video conference facility if member(s) residing in a city other than Karachi, collectively holding 10% or more shareholding, demand in writing, to participate in the AGM through video conference at least seven (07) days prior to the date of the AGM on the Standard Request Form provided in the Annual report and also available on the Company's website.

9. Change in Members Addresses

Members are requested to immediately notify any change in their address to the Share Registrar of the Company.

10. Unclaimed Dividend

Shareholders, who by any reason, could not claim their dividend, if any, are advised to contact our Share Registrar M/s CDC Share Registrar Services Limited to collect / enquire about their unclaimed dividend, if any. In compliance with Section 244 of the Companies Act, 2017, after having completed the stipulated procedure, all such dividends outstanding for a period of 3 years or more from the date due and payable shall be deposited by the Company to the Federal Government in case of unclaimed dividend.

11. Placement of Audited Financial Statements on the Website

The Annual Report of the Company (comprising of annual Financial Statements) for the year ended June 30, 2022 has been placed on the Company's website: www.mcbah.com.

12. Circulation of Annual Audited Financial Statements and Notice of AGM through emails

In terms of Section 223(7) of the Companies Act, 2017, the Company is allowed to send Financial Statements and Reports to its members electronically. Moreover, pursuant to the S.R.O. 787(1)/2014 dated September 8, 2014, issued by the SECP, companies are permitted to circulate Annual Audited Financial Statements along with the Notice of Annual General Meeting to its members through e-mail who opt for purpose.

Shareholders who wish to receive Annual Reports and notices of general meetings through e-mails are requested to provide, through a Consent Form, available at the Company's website: www.mcbah.com, in duplicate by them, their particulars i.e. Name, Folio / CDC A/C No., email address, contact number, CNIC number or valid passport (in case of foreign shareholder). Shareholders are also requested to notify immediately any change in their email address to the Share Registrar of the Company. It will be the responsibility of members to intimate any change in their valid registered email address to the Company in timely manner.

STATEMENT OF MATERIAL FACTS UNDER SECTION 134(3) OF THE COMPANIES ACT 2017 REGARDING SPECIAL BUSINESS

This statement sets out the material facts concerning the special business to be transacted at the 22nd Annual General Meeting of the Company to be held on Monday, October 24, 2022.

Agenda Item No. 5 – Loan to Chief Executive Officer

Disclosure under Para B(4)(i) of SRO 423(1)/2018	
Name of Person	Mr. Muhammad Saqib Saleem
Basis of relationship	Chief Executive Officer Executive Director
Maximum Amount of Loan	Rs. 12.5 million
Description and Purpose of the Loan	House renovation
Rate of interest	One Year KIBOR – 1 (One Year KIBOR to be revised on every Anniversary)
Security	Personal Guarantee
Tenure	4 Years
Repayment schedule / Number of Installments	48 monthly instalments commencing from the month following the month of disbursement.
Disclosure regarding mandatory approval of the Commission	Approval of the Commission shall be obtained after approval by shareholders of the Company
Other principal terms and conditions	Instalment of loan would be deducted from the Salary. In case of cessation of service the entire outstanding amount shall become payable immediately.
A brief on the company's policy regarding the loan for directors or their relatives	The Board of Directors of the Company approves loans to executives including Chief Executive Officer on case to case basis at the request of Executive.
Disclosure under Para C(2) of SRO 423(1)/2018	
A brief on the company's policy regarding the loan for directors or their relatives	Except for Mr. Muhammad Saqib Saleem, Chief Executive Officer, MCB Arif Habib Savings and Investments Limited, who is interested in the special business to the extent of loan, no other directors, sponsors, majority shareholder of the Company or their relatives have any interest in the matter whether director or directly.

Note:
Chief Executive Officer had earlier obtained loan for house financing amounting to Rs. 15 Million, disbursed during the Financial Year 2021-2022. Outstanding balance along with full mark-up thereon was voluntarily repaid on August 11, 2022.