

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that an Annual General Meeting (AGM) of **MCB Investment Management Limited** will be held on **Tuesday, 28th October, 2025 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 Businesses:

1. To confirm the minutes of the last AGM General Meeting held on October 28, 2024.
2. To receive, consider and adopt the Annual Audited Financial Statements of the Company for the year ended June 30, 2025 together with Directors' and Auditors' Reports thereon.

As required under section 223 of the Companies Act, 2017 the Annual Report of the Company for the financial year ended June 30, 2025, has been uploaded on the Company's website which can be downloaded accessing the following link / QR Code:



3. To declare and approve final cash dividend of 35 per cent i.e., Rs. 3.5 per ordinary share of Rs. 10/- each for the year ended June 30, 2025, as recommended by the Board of Directors.
4. To appoint external auditors of the Company for the year ending June 30, 2026 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, 2026.

Any Other Business

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

By Order of the Board

October 06, 2025
Karachi.

Muhammad Rehan Khan
Company Secretary

IMPORTANT NOTICES:

1. PARTICIPATION VIA PHYSICAL PRESENCE OR THROUGH VDEIO 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 MCBFUNDS AGM”** along with valid copy of both sides of Computerized National Identity Card (CNIC) at **agm@mcbfunds.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 AGM.

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

Name of member	CNIC No. / Passport No.	Folio / CDS No.	Cell No.	Email address

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. NOTICE OF BOOK CLOSURE

The Share Transfer Books of the Company will remain closed from **Wednesday, October 22, 2025, to Tuesday, October 28, 2025** (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 **Tuesday October 21, 2025**, 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 AGM

A member entitled to attend, speak and vote at the AGM 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 notorially 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 the 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.

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. POSTAL BALLOT/E-VOTING

In accordance with the Companies (Postal Ballot) Regulations, 2018, for the purpose of any agenda item subject to the requirements of section 143 and 144 of the Companies Act, 2017, members will be allowed to exercise their right of vote through postal ballot i.e. by post or e-voting, in the manner and subject to conditions contained in aforesaid regulations.

5. 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 Annual 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 Investment Management Limited** holder of Ordinary Share(s) as per Register Folio/CDC Participant ID & Sub-Account/Investor Account No. _____ hereby opt for participation in the Annual General Meeting to be held on October 28, 2025 or any adjourned meeting through video-conference facility at _____ (Please insert name of the City)

Date: _____

Signature of Member: _____

6. 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.

7. 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.

8. 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.

9. 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 “Electronic Credit 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 (CDCSRSL), CDC House, 99-B, Block ‘B’, S.M.C.H.S., Main Shahrah-e-Faisal, Karachi-74400 (in case of shareholding in Physical Form).

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

10. 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:

- a) Rate of tax deduction for persons appearing in the Active Tax Payers List: 15 per cent
- b) 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 Tuesday, October 21, 2025 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 Tuesday, October 21, 2025; 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:

Folio/CDC A/c No.	Total number of shares	Principal Shareholders		Joint Holder (s)	
		Name and CNIC No.	Shareholding Proportion (No. of Shares)	Name and CNIC No.	Shareholding Proportion (No. of Shares)

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 Investment Management Limited
UAN: 11-11-622-24 email: info@mcbfunds.com

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

11. 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 (Form attached as **Annexure “A”**). 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.

12. 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, 2025, has been placed on the Company’s website: www.mcbfunds.com.

13. CIRCULATION OF ANNUAL REPORT 2025 AND NOTICE OF AGM

In terms of Section 223(6) of the Companies Act, 2017 and SRO 452(I)/2025 dated March 17, 2025, the Company is allowed to send Financial Statements and Reports to its members electronically without any specific consent for the purpose. Notice of AGM containing QR enabled code and weblink to access and download Annual Report 2025, has been circulated through email to those shareholders whose email addresses are available with the Company’s Share Registrar, and in case of remaining shareholders, whose email addresses are not available, a printed copy of notice of has been dispatched on their registered addresses through post.

Shareholders who wish to receive Annual Reports and notices of general meetings through e-mails are requested to update their email address with the Share Registrar of the Company.

14. PROHIBITION ON GRANT OF GIFTS TO SHAREHOLDERS

In compliance with section 185 of the Companies Act, 2017 and SRO 452(I)/2025 dated March 17, 2025 issued by SECP, it is hereby notified that no gifts in any form or manner, shall be distributed to shareholders at the Annual General Meeting.

To
CDC Share Registrar Services Limited,
 CDC House, 99-B, Block B,
 S.M.C.H.S., Main Shahrah-e-Faisal,
 Karachi.

SUBJECT: BANK ACCOUNT DETAILS FOR PAYMENT OF CASH DIVIDEND

Dear concern,

I, _____, bearing CNIC No. _____ am a shareholder of **MCB Investment Management Limited** and provide the following details related to my shareholding and Bank Account.

Details of Shareholder	
Name of Shareholder	
No. Shares held	
Folio/ CDS Account No.	
CNIC No.	
Cell number of shareholders	
Landline number of shareholders, if any	
Email Address (Mandatory)	
Details of Bank Account	
Title of Bank Account	
International Bank Account Number (IBAN) "Mandatory"	PK _____ (24 Digits)
Banks's Name	
Branch Name	
Branch Address	

It is stated that the above-mentioned information is correct and in case of any change therein, I/we will immediately intimate Participant/ Share Registrar accordingly.

Yours Sincerely,

 Shareholder.

Date: _____

Encl: Photocopy of CNIC

Note: Please submit duly filled and signed form along with legible photocopy of valid CNIC to CDC Share Registrar Services Limited, CDC House, 99-B, Block 'B' , S.M.C.H.S, Main Shakra-e-Faisal, Karachi-74400, Pakistan.