# **HABIBMETRO**

HO/CS/18289/2023 March 9, 2023

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

Dear Sir,

# CLIPPINGS OF NEWSPAPERS NOTICE OF ANNUAL GENERAL MEETING

Please find enclosed herewith clippings of Notice of Annual General Meeting published in Business Recorder and Daily Jang on March 9, 2023.

The 31<sup>st</sup> Annual General Meeting of Habib Metropolitan Bank Limited is scheduled to be held on March 30, 2023. This is for circulation amongst the TRE Certificate Holders of the Exchange.

Yours truly,

Marium Khalid

farium !

Manager - Corporate Affairs

Ather Ali Khan

Company Secretary

Encl. As above

Habib Metropolitan Bank Ltd. (Subsidiary of Habib Bank AG Zurich) HabibMetro Head Office, I.I. Chundrigar Road, Karachi-Pakistan. UAN: 92 21 111-141-414,

UAN: 92 21 111-141-414, Fax: 92 21 32630404-05 Website: www.habibmetro.com

Karachi, Thursday 9 March 2023, 16 Shaban 1444

هذامر فضلتري



## HABIB METROPOLITAN BANK LTD.

[Subsidiary of Habib Bank AG Zurich]

### NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Thirty-first Annual General Meeting of the shareholders of Habib Metropolitan Bank Ltd. will be held at the ICAP Auditorium, Institute of Chartered Accountants of Pakistan, G-31/8, Chartered Accountants Avenue, Clifton, Karachi on Thursday, March 30, 2023 at 9:00 am to transact the following business:

#### **ORDINARY BUSINESS**

- 1. To receive, consider and adopt the Audited Accounts, standalone as well as consolidated, of the Bank for the year ended December 31, 2022 together with the Directors' and Auditors' reports thereon.
- To approve, as recommended by the Board of Directors, final dividend @ 32.5% (Rs. 3.25 per share) in the form of cash for the year ended December 31, 2022, in addition to already paid Interim Dividend @ 20% (Rs.2.00 per share) in the form of cash for the year ended December 31, 2022.
- To elect eight (8) directors as fixed by the Board.
- To appoint Auditors for the financial year ending December 31, 2023 and fix their remuneration. The present Auditors, Messrs. KPMG Taseer Hadi & Co., Chartered Accountants, being eligible, offer themselves for re-appointment.

#### SPECIAL BUSINESS

To approve revised remuneration to the directors for attending Board and its Sub-committee meetings.

#### **ANY OTHER BUSINESS**

To consider any other business with the permission of the Chair.

Statement under Section 134(3) of the Companies Act, 2017 for Item No.5 for the special business to be transacted at the said Annual General Meeting is being sent to all shareholders along with the notice.

By Order of the Board ATHER ALI KHAN Company Secretary

Karachi: March 9, 2023

#### NOTES:

#### 1. Election of Directors including statement under Section 166(3) of the Companies Act, 2017:

The number of directors to be elected pursuant to Section 159(1) of the Companies Act, 2017, has been fixed at eight (8). The following are the

Mr. Anjum Z. Iqbal, Mr. Firasat Ali, Mr. Hamza Habib, Mr. Mohomed Bashir, Mr. Mohamedali R. Habib, Mr. Muhammad H. Habib, Mr. Rashid Ahmed Jafer and Ms. Tahira Raza.

Any shareholder desirous to contest the election of Directors shall file the following with the Company Secretary of the Bank at HABIBMETRO Head Office, I.I. Chundrigar Road, Karachi, not later than fourteen days before the day of the above said meeting:

- a) Intention to offer himself/herself for the election in terms of Section 159(3) of the Companies Act, 2017 together with a consent on Form 28. The candidate should also confirm that he/she is:
  - i. not ineligible to become a director of the Bank under any applicable laws, rules and regulations.
  - ii. or his/her spouse is not engaged in the business of brokerage or is a sponsor or director or officer of a corporate brokerage house and/or exchange company.
  - iii. not serving as a director in more than seven listed companies.

b) FPT documents as communicated in CGRF by SBP along with other documents as outlined in the standard operating procedures in respect of onboarding assessment for directors.

Independent Directors will be elected through the process of election of directors in terms of Section 159 of the Companies Act, 2017. They shall meet the criteria laid down under Section 166 of the Companies Act, 2017, the Companies (Manner and Selection of Independent Directors) Regulations, 2018 and the Corporate Governance Regulatory Framework (CGRF) dated November 22, 2021 issued by the State Bank of

A detailed profile of the candidate including his/her office address (the same shall be placed on the Bank's website as per requirements of SECP's notification SRO 1196 (I)/2019 dated 3 October 2019).

As required under the Listed Companies (Code of Corporate Governance) Regulations, 2019, minority shareholders, will be facilitated to contest the election

#### 2. Online Facility for attending Annual General Meeting

The Bank has made necessary arrangements for shareholders to attend the AGM physically and virtually, therefore, those shareholders that wish to attend the AGM proceedings virtually are requested to get their particulars registered with the Company Secretary by providing the following information through email at agm@habibmetro.com and/or WhatsApp No. +92-301-1177809 by 5:00 pm on March 27, 2023 (Monday):

S.No.	Name of the Shareholder	CNIC / Passport #	Folio / CDC #	Cell Number	Email Address

Link to electronic connectivity will only be sent to the registered shareholders. The login facility will be opened at 8:45 am on March 30, 2023 enabling the shareholders to join the proceedings.

- 3. A shareholder entitled to attend and vote at this meeting may appoint another shareholder as his/her proxy to attend the meeting and vote for him/her. Proxy form is enclosed with the Annual Report. A proxy must be a shareholder of the Bank. In order to be effective, proxies must be received at the Registered Office of the Bank, duly stamped, signed and witnessed, not less than 48 (forty-eight) hours before the meeting.
- 4. CDC account holders and sub-account holders are required to bring with them their original National Identity Card or Passport along with the participants ID numbers and their account numbers in order to facilitate identification. In case of corporate entity, the Board of Directors' resolution/ power of attorney with specimen signature of the nominee is also required.
- 5. Shareholders are requested to notify the change of addresses to the Share Registrar, at the below address:

CDC Share Registrar Services Limited
CDC House, 99-B, Block-B, S.M.C.H.S., Main Shahrah-e-Faisal, Karachi-74400 (Pakistan)
Tel: 0800-23275, Fax No. (92-21) 34326053, Email: info@cdcsrsl.com, URL: www.cdcsrsl.com

are transfer book				

#### 7. Bank Account Details for Payment of Cash Dividend

In accordance with the Section 242 of the Companies Act, 2017, any cash dividend shall only be paid through electronic mode directly into the bank account designated by the entitled shareholder. Therefore, please provide the following information to the Bank's Share Registrar (in case of physical shareholders); or CDC Participant (in case of shareholding in book-entry form) along with a copy of your valid CNIC:

	Det	ails of Sharel	nolder			
Name of shareholder						
Folio/CDS Account No.	18					and the second
CNIC No.						to the set of
Cell number of shareholder						
Landline number of shareholder, if any	3	(i)			Liz	
Email Address (Mandatory)				4	III Care	
18	Deta	ails of Bank A	ccount			
Title of Bank Account			Filedon, San		21	12 11 11
International Bank Account Number (IBAN) "Mandatory"	PK			NAT CHE	1	(24 digits)
Bank's Name	1	- de a	-			- Pier Jul 1
Branch Name		+ 1		el Tide		
Branch address					9	
It is stated that the above-mentioned infor Participant/ Share Registrar accordingly.	mation is corre	ct and in ca	se of any cha	ange therein	, I / we will in	nmediately intimate
Signature of shareholder						

#### 8. Mandatory Submission of CNIC

Pursuant to the directives of the Securities & Exchange Commission of Pakistan (SECP), shareholders having shares in physical form are requested to submit a copy of their valid CNIC (if not already provided) to the Bank's Share Registrar without any delay.

#### 9. Deduction of Withholding Tax from Dividend

The Government of Pakistan through Finance Act, 2020 has made certain amendments in section 150 of the Income Tax Ordinance, 2001 whereby different rates are prescribed for deduction of withholding tax on the amount of dividend paid by the companies. These tax rates are as under:

(a) For filers of income tax returns:

15% 30%

(b) For non-filers of income tax returns:

To enable the Bank to make tax deduction on the amount of cash dividend @ 15% instead of 30%, all shareholders whose names are not entered in the Active Tax-payers List (ATL) provided on the website of Federal Board of Revenue (FBR), despite the fact that they are filers, are advised to make sure that their names are entered into ATL at the earliest possible (as and when declared) otherwise tax on their cash dividend will be deducted @ 30%.

For shareholders holding their shares jointly as per the clarification issued by the 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. Therefore, all shareholders who hold shares jointly are required to provide shareholding proportions of Principal Shareholder and Joint-holder(s) in respect of shares held by them follows:

1.77		Principal Sh	areholder	Joint Share	holder(s)
Folio/CDC Account No.	Total Shares	Name and CNIC No.	Shareholding Proportion (No.of Shares)	Name and CNIC No.	Shareholding Proportion (No.of Shares)
					tal Calen

In case of non-receipt of above information, the shareholding will be divided among the joint-holders equally.

#### 10. Unclaimed Shares and Dividends

As per the provisions of Section 244 of the Companies Act, 2017, any shares issued or dividends declared by the Bank, which remain unclaimed or unpaid for a period of three years from the date they became due and payable shall vest with the Federal Government after compliance of procedures prescribed under the Act. In compliance of the above, the Bank has already sent individual letters to the concerned shareholders requesting them to claim their outstanding cash dividends and/or bonus shares. In this respect and for facilitation of the shareholders, the details of unclaimed shares and dividends can also be accessed from the Bank's website.

Therefore, in view of the above, those shareholders who have not yet collected their pending entitlements are once again advised to lodge their claims with the Bank's Share Registrar at the address given above.

#### 11. Availability of Annual Audited Accounts on website

The audited accounts of the Bank for the year ended December 31, 2022 have been made available on the Company's website www.habibmetro.com Additionally, the annual and quarterly accounts for the prior years and periods are also available.

Further, in accordance with SRO No. 470(I)/2016 dated May 31, 2016, the shareholders of Habib Metropolitan Bank Limited in AGM held on March 30, 2017 had accorded their consent for transmission of annual reports including annual audited accounts and other information contained therein of the Bank through CD/DVD/USB instead of transmitting the same in hard copies. The shareholders who wish to receive hard copies of the aforesaid documents may send the standard request form available on the Bank's website to the Company Secretary/Share Registrar, and the Bank will provide the aforesaid documents to the shareholders on demand, free of cost, within one week of such demand.

#### 12. Transmission of Annual Audited Accounts & Notice through email

The shareholders who are interested in receiving the annual reports and notice of annual general meeting electronically through email in future are requested to send their email addresses on the consent form placed on the Bank's website.

The shareholders, in general, are encouraged to have their email addresses and cell numbers registered with the Bank through the Share Registrar.

#### 13. Video Conference Facility

In terms of the Companies Act, 2017, shareholders residing in a city other than Karachi holding at least 10% of the total paid up share capital may demand the facility of video-link for participating in the annual general meeting. The request for video-link facility shall be received by the Share Registrar at the address given hereinabove at least 7 days prior to the date of the meeting on the standard form available on the Bank's website.

#### 14. Postal Ballot/e-voting

Shareholders will be allowed to exercise their right to poll in accordance with the requirements of Sections 143 to 145 of the Companies Act, 2017 and the Companies (Postal Ballot) Regulations, 2018.

#### 15. Conversion of Physical Shares into Book-entry Form

As per Section 72 of the Companies Act, 2017, every existing company shall be required to replace its physical shares with book-entry form in a manner as may be specified and from the date notified by the Commission, within a period not exceeding four years from the commencement of this Act. In this respect, the Securities & Exchange Commission of Pakistan (SECP) vide its Letter No.CSD/ED/Misc/2016-639-640, dated 26 March 2021 has advised all listed companies to pursue such shareholders still holding shares in physical form, requiring conversion of their shares into book-entry form.

Accordingly, the shareholders having physical shareholding are once again advised to open CDC sub-account with any of the CDC Participants to place their physical shares into book-entry form at their earliest. This will facilitate them in number of ways including safe custody and easy sale of shares at the time of need, as the trading of physical shares is not permitted under existing regulations of the Pakistan Stock Exchange Limited.



جعرات 9رمار چ 2023ء

هٰ المِن فَصَلَيْ لَذِي



# حبيب ميبطرو پوليش بيبك لميشد (مبيب مياداره)

## اطلاع سالانهاجلاس عام

بذر بدید بندا اطلاع دی جاتی ہے کہ جیب میرو پیشن بینک لمینٹر کے شیم بولڈرز کا اکتیب وال سالاندا جلاس عام بروز جھرات ۲۰ ہارچ ۲۰۲۳ جیج ۱۰۰ جیج برتقام آئی کا اے پی آؤیؤریم، آسٹی ٹیوٹ آف چارٹرڈ اکا وَعِیمْس آف پاکستان، ۱۳۵۵ کا وَعِیمُس آف پاکستان، ۱۳۵۵ کا و کورٹرون کا وَعِیمُس آف پاکستان، ۱۳۵۵ کا وَوْمُورُونِ کُلْسُونُ کِیمُس میروز کا وَعِیمُس آف پاکستان، ۱۳۵۸ کا وَمُورُونِ کُلُونُ ک

#### عوى كاردوائي

- ا۔ ۱۳ دسمبر ۲۰۲۲ مؤخم ہونے والے سال کیلتے بینک کے آ ڈٹ شدہ صابات افرادی نیز جموع مع ان پر ڈائریکٹرزاور آ ڈیٹرز کی رپورش کی وصولی، فوروخوش اور منظوری۔
- ۔ اس دیمبر،۲۲۲ و کوفتم ہونے والے سال کیلیے بورڈ آف وائر یکٹرز کی سفارش کے مطابق تھی منافع منظمید بشرح ۵ واس فیصلہ دورہ تا میں بیکل نقدی منظوری جواسا دیمبر،۲۲ مے کے نقدی صورت میں پہلے ہے اوا کے جانے والے ما فیصط میں منافع منظمہ (۲۰ ویلی فیسٹر) بیکل نقدی منظوری جواسا دیمبر کا کے علاوہ ہے۔ (۲۰ ویلی فیسٹر کے کا وہ ہے۔
  - ۳- بورڈ کے تھین کے مطابق ۸ (آٹھ) ڈائر یکٹرز کا انتخاب۔
  - ٣- ١٣ وسر ٢٠٢٣ م يون والي مال سيلية ويرز كالقر راوران كمعاد في كافين موجوده آذيرز ميسرزك في ايم بق الرداكا ايشكيني موارد اكا وسيمن ما بل بون كي بنايرخودكودو باره تقرري ك لي وشي كرتي وي

#### خصوص كاردوائي

۵۔ بورڈ اوراس کی ذیلی میٹیون کے اجلاسوں میں شرکت کیلئے ڈائر میٹرز کے نظر انی شدہ معاوضے کی منظوری۔

#### كوكى ديكر كاردواكى

۲۔ صدراجلاس کی اجازت ہے کسی دیگر کارروائی کی انجام دی برخورو خوش۔

کھینزا یکت،۲۰۱۷ کی دفعہ ۱۳۲۲ (۳) کے تحت نہ کورہ بالاسالانہ اجلاس عام میں انجام دی جانے والی کارروائی کیلئے آئٹم نبر ۵ کے بارے میں انٹینٹ نوٹس کے ساتھ تمام ثیبر ہولڈرز کوارسال کیا جار ہا ہے۔

حسب اللم بورؤ **اطبر على خان** تميني تيكريزي

كراجي: ٩١رچ٢٠٢٠،

#### ۇك:

#### \_ كمينزايك، ١٤٠٤ كي دفعه ١٢١ (٣) كتحت الميمنث بشمول ذائر يكمرز كاانخاب

کھینزایک، ۲۰۱۷ کی وفعہ ۱۵(۱) کے مطابق ختب کے جانے والے ڈائر میکٹرز کی تعداد ۸ (آٹھ) مقرر کی ٹی بدرج ذیل ڈائر میکٹرز سبکدوٹس مور ہے ہیں:

جناب الجم زير ا قبال، جناب فراست على، جناب جزه حبيب، جناب مجريش، جناب محراق رحبيب، جناب محمداني حبيب، جناب رشيداحم جعفراورمح مدطام ورضار

ڈ ائر کیٹرز کا حقاب میں صدیلنے کا خواہشندکو کی بھی شیئر مولڈرورج ذیل وستاہ بڑات بینک کے کمپنی سیکریٹری کے پاس مبیب میٹرو بیٹرآ فس، آئی آئی چندر مگرروڈ، کراچی مٹس ندکورہ بالااجلاس کے دن سے کم از کم محاون فحل جمح کراسکتا ہے:

- اے) کمپیزا کے دام کی دفعہ ۱۵۹ میں مطابق انتخاب کیلیے خودکویش کرنے کارادے کا نوٹس مع فارم ۱۸۸ پراجازت نامہ: اے درج ذیل امری نقعہ میں مجاری اور کا
  - i) کی بھی مروج توانین بضوالط اور تواعد کے تحت بینک کا ڈائر یکٹر بنے کیلئے ناال نہیں ہے۔
  - ii) ندنی وہ اور شان کا/کاشر یک حیات بروکرت کے کاروبارش معروف عل بے یاک کار پوریٹ بروکرت ہائیں اورا یا ایک چھنے مینی کا سپانس یا دائر یکش یا آفیسر ب۔
    - iii) كدوه ك سے زائد لسطة كمينيوں ميں يحيثيت ۋائر يكثر خدمات انجام نبيس دے دہا/رہی۔
- بی) ایف بی فی دستاه برات برطابق ایس بی بی سے صفح کردہ می تی رایف کے مطابق بھی ان جیسا کردائز کیٹرز کیلیئے آن بودؤ تک اسیسعٹ سے سلیط شرا مشیند روا آپریڈنگ طریقہ کا روان می تی ہے۔ کمپنیز ایک ، ۱۵۰۷ کی دفید ۱۵ کے مطابق وائز کیٹرز کے استخاب سے شل کے ذریعے انڈر میٹیزز نے وائز کیٹرز کے استخاب کر گولیشنز ۱۸۰۸ اورکار پوریٹ گورنیش ریگر لیئری فریم ورک (سی بی آر رایف) موروی ۱۴ مورا ۱۴ موران ۱۴ مورک کردہ مجاری کردہ مجانب میں استخباب میں کیا گئے تھا ہے۔ کہا کہا تھا کہ کی کا سے معاور پرائز سے بیں۔

امیدواری ایک فعل پروفائل جشول ان کے وفتر کا پید (ایس ای کی لی کے فیفکٹش ایس آراو ۱۹۱۷) ۲۰۱۹مورند۳ اکتوبر۲۰۱۹ می شرائط کے مطابق میک کی ویب سائٹ پرموجود پید کے مطابق )۔

جيدا كداسة كينيز (كودا آف كار پوريك كورنش )ر يكوليشنز،١٩٠م من الازم ب، اقليق شير مولدردكوا وخاب النف مر مولت فراجم كى جائى-

#### ٢- اجلاب عام شرائركت كيلية آن لائن مجلت

ای میل ایڈریس	موباكل فمبر	فوليواس ڈی مینبر	ى اين آئى ى / پاسپورے نبر	شيتر بولدُركانام	سِريل نبر

اليكثرو كى طريقة ہے خسلك ہونے كے تمن شي لنك مرف رجشر وشيم مولارز كوارسال كيا جائے گا۔ لاگ إن كى سوات ٢٥ مارچ ٢٠٢٣ كو كوم ٢٠٢٥ كوم كار دن جائے گا تا كشيم مولارز اجلاس كى كار روائيوں شي شركت كرسكيں۔

- ۳۔ ووٹیئر بولڈر جےاجلاں بڈاٹیں شرکت کرنے اور ووٹ وینے کاحق حاصل ہے کسی دوسرے ٹیئر ہولڈر کواپنے بجائے شرکت کرنے اور ووٹ دینے کے لئے اپنا پراکی مقررکرسکٹا کستی ہے۔ پراکسی کا فارم سالا شدر پورٹ کے ساتھ فسلک ہے۔ پراکسی کیلئے بینک کا شیئر ہولڈر ہونا اور کی اور مقدا ہو اور کواپوں کے ویشخطوں کے ساتھ اجلاس ہے کم از کم ۸۸ کھنے کیل از ماموسول ہوجا کیں۔
- ۹۔ ی ڈی می اکاؤنٹ بولڈرز اورسب اکاؤنٹ بولڈرز ہے درخواست ہے کہ وہ اپناامس کار آیدی این آئی کی/ پاسپورٹ مع پاٹیسپونٹس آئی ڈی نمبرز اورا پنا اکاؤنٹ فیمبرز شاخت میں میولت کیلئے ہمراہ لا کیں۔ کارپوریٹ اداروں کی صورت میں بورڈ آف ڈائز یکٹرز کی قرار داد کہ پاور آف ٹار نی مع نامو دکرو قف کے نمونہ کے دیخط بھی از م ہیں۔
  - ۵۔ شیئر بولڈرزے درخواست ب کہ چول میں کی بھی تبدیلی مے شیئر رجر ارکودر ن ذیل سے پر مطلع کری:

#### ى ۋى ئىشىررچىزادىردىرلىيىد

ى دى ي بائس، ٩٩ ـ لي، بلاك \_ بي ،ايس ايم ي التي اليس، من شاهرا و فيصل، كرا چى \_ • ۴٣٠ ٧ (ياكتان )

نون:0800-23275(92-21) 34326053 (92-21) ان سل:info@cdcsrsl.com) يُوَّا رَائِل: 92-21) 4326053

٧- بينك كي شير فرانسفر بك ٢٠١٣ مارچ ٢٠٢٣ مارچ ٢٠٢٣ م (بشول بردويوم )بندر كي-

اكاؤث كي تعيلات	مادا محلى كيلية وينك	فاعدك	تغذمنا	_

کمپینزا یک ۱۵ ما سیکیشن ۲۳۴ کےمطابق کوئی بھی نقد منافع منصمہ مرف بذیعہ الیشرویک طریقہ کار براوراست انتحقاق کے حال شیئر بولڈرز کی جانب سے ناحر دکرد و دیک اکا وزٹ میں جمع کرایا جائے گا۔ لبذا براو مہر پانی بینک ے شیئر دجرار ارکو (فویکل شیئر ہولڈرز ہونے کی صورت میں ) درج ذیل مطوبات یا ہی وئی میں ارمیسیٹ ریک ایشر کی واڈ میں شیئر ہولڈ تک کی صورت میں ) ایسیا کار آمری این آئی ہی کا بی کے ہمرا دفر ایم کردیں۔

	ID:	شيئر بولذرذ كي تفسيلات	
	3€3		شيئر بولڈر كانام
			فوليواي ويالين اكاؤنث نمبر
			ی این آئی ی نمبر
	A = 2		شيئر بولذركامو بائل فون نمبر
1	-		شيئر مولدُر كاليندُ لائن فمبر، أكركوني مو
		x 300 mg/s	ای میل ایدریس (لازی)
		بنيك اكاؤنث كي تفصيلات	*
		Alle e e	بينك اكاؤنث كالأمثل
PK		(24 digits)	انزىيىشل بىنك اكاۇنىنى نېر (IBAN)"لازى"
		×	بيكانام
			يرانح كانام
1			برائح كا پية
		کی بھی تبدیلی کی صورت میں ہم فوری طور پراس بارے میں پارٹیسپیٹ انٹیئر رجٹرارکو آگاہ کردیں گے۔	آگاہ کیاجا تا ہے کہ نمورہ بالامعلومات درست ہیں اوراس شر 

#### A- צושולט צונט בל עום

سكيور شرايد المجيخ ميشن آف پاكتان (ايس اى ي ي ) كى بدايات كے مطابق فزيكل صورت بين شيئر زر كھنے والے شيئر مولارزے درخواست ہے كدائي ي اين آئى ي كار آسد كا ي (اگر پيلے فراہم فيس ك كي) ويك ي يسك كشيئر رجز اركو بلاتا خير تح كراديں۔

#### 9- منافع معمد عدد ووالديك فيكس كاكثوتي

حکومت پاکتان نے قائس ایک ۲۰۱۰ء کی تحت آگی کس آرڈینس ۲۰۱۱ کی دفعہ ۱۵ ایس چند آامیم کی ہیں جن کے در لیے کپینز کی جانب سادا کئے جانے والے منافع مقتصہ کی قم پرود بولڈ نگے کیس کی کو تی کیلے علف دیش مقرر کئے گئے ہیں۔ پیکس دیش وری ذکے فاکس دیش مقرر کے گئے ہیں۔ پیکس دیش مقرر کے گئے ہیں۔ پیکس دیش وری دیش کا میں دیش وری کا کھر کے ماری کا کھر دیش کا کھر کے ماری کا کھر دیش کا کھر کے ماریک کے ایک میں دیش وری کے کام کی کھر دیش کو کھر کے کام کی کھر دیش کو کھر کے کہ کام کی کھر دیش کر کے کام کھر کے کام کھر کے کام کی کھر کے کہ کو کھر کے کام کھر کی کھر کے کام کی کھر کی کھر کی کھر کے کہ کو کھر کے کہر کے کہر کی کھر کے کہر کے کہر کے کام کھر کی کھر کی کھر کو کھر کے کہر کے کہر کے کہر کی کھر کے کہر کے کہر کے کہر کی کھر

(نی) برائے آگم فیکس ریزرز کے نان ۔ فائر ز ۲۰ فیص

بینک کونقد منافع معصر کی آم پوم فیصد کے بجائے ۵ افیصد کی شرح سے نگس کی کوئی کا اہل بنانے کے لئے وہ تیام شیئر ہولڈرز جن کے تام فیڈ رل بورڈ آف رپو ٹیف الیف بنانے کے لئے وہ تیام شیئر ہولڈرز جن کے تام فیڈ رل بورڈ آف رپو ٹیف الیف بنانے کے اور ہولی کی بیان ہوئی ہولڈرز کی ہولڈ گئے ہوئی کا ایس کی معرب ہولڈرز کی ہولڈ گئے ہوئی کی جائے گا۔
اس میقت کے دو فاکر زمین آٹی کا فیصل کے بولڈ گئے کی کو تھی پہلی ہولڈرز کی ہولڈ گئے کہ تاسب ہے آگا وہ کریں:

مولدر (مولدرز)	جوائك شيئر	شيئر مولڈر	پريل		فولی <i>وای</i> ڈی ی اکاؤنٹ نمبر
شیئر ہولڈنگ کا تناسب (شیئرز کی تعداد)	نام اور ڪارين آئي ڪي فمبر	شیئر ہولڈنگ کا تناسب (شیئرز کی تعداد)	نام اور ی این آئی ی نمبر	مجموى ثيرز	

مندرجه بالامعلومات كى عدم وصولى كي صورت من جوائف مولدرز كردميان منافع منتسمه مساوى تشيم كردياجائ گا-

#### ١٠ غيركليم شده شيئرز اورمنافع مظلمه

اس سلسے میں ورج بالا کے پیش نظران شیئر ہولڈر ذہنیوں نے ابھی تک پے زیرالتوااسحقاقات وصول نیس کیے ہیں ان سے ایک بار بھرورخواست ہے کدوہ اپنے تھیمز بینک کے شیئر دجٹرار کو درج بالا میں دیے گئے ہے پر داخل کردیں۔

#### اا۔ مالان آڈے شدہ حمایات کی ویب سائٹ پروستیانی

#### ١٢\_ مالاندة وششده حساب اوروش كى بذريعاى يل معلى

دوثیمتر ہولڈرز جرسالاندر پورٹس اورسالانداجلاس عام کے فوٹس منتقبل میں بذرایدای ٹیل الکٹرونک طریقے کار کے تحت وصول کرنے میں ولچپی رکھتے ہوں ان سے درخواست ہے کہ بینک کی ویب سائٹ پرموجوداجازت نامے کے فارم پراپنے ای ٹیل ایڈرلی فراہم کردیں۔

اس سلط میں عوی طور پر بھی شیئر ہولڈرز کی جانب سے ان کے ای میل ایڈرلس اور مو ہائل آون نمبر زبینک کے پاس بذیعیاس کے شیئر رجشر ارد جشر ڈکرانے کی حوصله افضائی کی جائے گ۔

#### ١١٠ و وي يكا نفر لس كي سوات

کھینیزا بکٹ ، ۱۰۵ کاشرائط کے تحت کراچی کے علاوہ کسی دیگر شہر میں مقیم ووثینئر ہولڈرز جوگل ادا کر دوثیئر کمیٹل کے کم از کم • افیصد کے حال ہوں، ووسالا نہ اجلابِ عام میں شرکت کیلئے دؤیونک کی سہولت کا مطالبہ کر سکتے ہیں۔وڈیونک کی سہولت کیلئے درخواست شیئر رجشرار کو بنچے درج اس کی تاریخ سے کم از کم مے دن قبل دیک و برسبائٹ پر دستیاب اشیئر روفارم پر موسول ہوجائی جاہیے۔

#### ١١٠ يوس ولك /اى ووكل

شیئر ہولڈرز کوکمپنیز ایکٹ، ۲۰۱۷ کی دفعہ ۱۳۳۳ ما۱۳۵۴ اور کمپنیز ( پوشل بیلٹ )ر گیلیشنز ، ۲۰۱۸ کی شرائط کے تحت بول کاحق استعمال کرنے کی اجازت دی جائے گی۔

#### 10\_ فزیک شیئرزی بک انٹری قارم ش معلی

کھیٹرا کے دیاہ م سیکشن ای کے مطابل ہرایک موجودہ کھنی کے لئے بیلازم ہے کہ دوا پیغ ٹویکل شیئرزکواس ایک ہے تھا نے دیادہ سے زیادہ میں اس کی مدت کے اعدر بک اینٹری کی صورت میں اس طرح سے تبدیل کرے جیسا کہیشن کی جانب شتیم وہارٹن اور کم معلق کی معرف کی معرف کی سیک میں میں میں کہ کہ میں کہ کہ اینٹری کی صورت میں اور ان کو ہدایت کی ہے کہ دوا پیشیئر مولڈرز سے راجلہ کریں جو ایسی کہا کہ کہ اینٹری کی صورت میں تبدیل کر ایس ۔ ایسی تک فریکل صورت میں ہولڈ تک کے حال میں اور ان کو ہدایت کی جائے کہ دوا پیشیئر کر کہا اینٹری کی صورت میں تبدیل کر ایس ۔

#### NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Thirty-first Annual General Meeting of the shareholders of Habib Metropolitan Bank Ltd. will be held at the ICAP Auditorium, Institute of Chartered Accountants of Pakistan, G-31/8, Chartered Accountants Avenue, Clifton, Karachi on Thursday, March 30, 2023 at 9.00 a.m. to transact the following business:

#### **ORDINARY BUSINESS**

- 1. To receive, consider and adopt the A udited Accounts, standalone as well as consolidated, of the Bank for the year ended December 31, 2022 together with the Directors' and Auditors' reports thereon.
- 2. To approve, as recommended by the Board of Directors, final dividend @ 32.5% (Rs. 3.25 per share) in the form of cash for the year ended December 31, 2022, in addition to already paid interim dividend @ 20% (Rs. 2.00 per share) in the form of cash for the year ended December 31, 2022.
- 3. To elect eight (8) directors as fixed by the Board.
- 4. To appoint Auditors for the financial year ending December 31, 2023 and fix their remuneration. The present Auditors, Messrs. KPMG Taseer Hadi & Co., Chartered Accountants, being eligible, offer themselves for re-appointment.

#### **SPECIAL BUSINESS**

5. To approve revised remuneration to the directors for attending Board and its Sub-committee meetings.

#### **ANY OTHER BUSINESS**

6. To consider any other business with the permission of the Chair.

By Order of the Board

**ATHER ALI KHAN** 

Company Secretary

Karachi: March 9, 2023

#### NOTES:

#### 1. Election of Directors including statement under Section 166(3) of the Companies Act, 2017:

The number of directors to be elected pursuant to Section 159(1) of the Companies Act, 2017, has been fixed at eight (8). The following are the retiring directors:

Mr. Anjum Z. Iqbal, Mr. Firasat Ali, Mr. Hamza Habib, Mr. Mohomed Bashir, Mr. Mohamedali R. Habib, Mr. Muhammad H. Habib, Mr. Rashid Ahmed Jafer and Ms. Tahira Raza.

Any shareholder desirous to contest the election of Directors shall file the following with the Company Secretary of the Bank at HABIBMETRO Head Office, I.I. Chundrigar Road, Karachi, not later than fourteen days before the day of the above said meeting:

a) Intention to offer himself / herself for the election in terms of Section 159(3) of the Companies Act, 2017 together with a consent on Form 28.

The candidate should also confirm that he / she is:

(i) not ineligible to become a director of the Bank under any applicable laws, rules and regulations.

- (ii) or his / her spouse is not engaged in the business of br okerage or is a sponsor or director or officer of a corporate brokerage house and / or exchange company.
- (iii) not serving as a director in more than seven listed companies.
- b) FPT documents as communicated in CGRF by SBP along with other documents as outlined in the standar d operating procedures in respect of onboarding assessment for directors.

Independent Directors will be elected through the process of election of directors in terms of Section 159 of the Companies Act, 2017. They shall meet the criteria laid down under Section 166 of the Companies Act, 2017, the Companies (Manner and Selection of Independent Directors) Regulations, 2018 and the Corporate Governance Regulatory Framework (CGRF) dated November 22, 2021 issued by the State Bank of Pakistan (SBP).

A detailed profile of the candidate including his/her office address (the same shall be placed on the Bank's w ebsite as per requirements of SECP's notification S.R.O.1196 (I)/2019 dated 3 October 2019).

As required under the Listed Companies (Code of Corporate Governance) Regulations, 2019, minority shareholders, will be facilitated to contest the election.

#### 2. Online Facility for attending Annual General Meeting

The Bank has made necessar y arrangements for shareholders to attend the A GM physically and vir tually, therefore, those shareholders that wish to attend the AGM proceedings virtually are requested to get their particulars registered with the Company Secretary by providing the following information through email at agm@habibmetro.com and/or WhatsApp # +92-301-1177809 by 5.00 pm on March 27, 2023 (Monday):

S.No.	Name of the Shareholder	CNIC / Passport #	Folio / CDC #	Cell Number	Email Address

Link to electronic connectivity will only be sent to the registered shareholders. The login facility will be opened at 8.45 a.m. on March 30, 2023 enabling the shareholders to join the proceedings.

- 3. A shareholder entitled to attend and vote at this meeting may appoint another shareholder as his/her proxy to attend the meeting and vote for him/her. Proxy form is enclosed with the Annual Report. A proxy must be a shareholder of the Bank. In order to be effective, proxies must be received at the Registered Office of the Bank, duly stamped, signed and witnessed, not less than 48 (forty-eight) hours before the meeting.
- **4.** CDC account holders and sub-account holders are required to bring with them their original National Identity Card or Passport along with the participants ID numbers and their account numbers in order to facilitate identification. In case of corporate entity, the Board of Directors' resolution / power of attorney with specimen signature of the nominee is also required.
- 5. Shareholders are requested to notify the change of addresses to the Share Registrar, at the below address:

#### **CDC Share Registrar Services Limited**

CDC House, 99-B, Block-B, S.M.C.H.S., Main Shahra-e-Faisal, Karachi-74400 (Pakistan) Tel: 0800-23275, Fax No. (92-21) 34326053, Email: info@cdcsrsl.com, URL: www.cdcsrsl.com

6. The share transfer book of the Bank will remain closed from March 23, 2023 to March 30, 2023 (both days inclusive).

#### 7. Bank Account Details for Payment of Cash Dividend

In accordance with the Section 242 of the Companies Act, 2017, any cash dividend shall only be paid through electronic mode directly into the bank account designated by the entitled shareholder. Therefore, please provide the following information to the Bank's Share Registrar (in case of physical shareholders); or CDC Participant (in case of shareholding in book-entry form) along with a copy of your valid CNIC:

Details of shareholder				
Name of shareholder				
Folio / CDS account no.				
CNIC no.				
Cell number of shareholder				
Landline number of shareholder, if any				
Email address (Mandatory)				
	Details of bank account			
Title of Bank Account				
International Bank Account Number (IBAN) "Mandatory"	PK(24 digits)			
Bank's name				
Branch name				
Branch address				
It is stated that the above-mentioned inf Participant / Share Registrar accordingly	Formation is correct and in case of any change therein, I / we will immediately intimate /.			
Signature of shareholder				

#### 8. Mandatory Submission of CNIC

Pursuant to the directives of the S ecurities & Ex change Commission of P akistan (SECP), shareholders having shares in physical form are requested to submit a copy of their valid CNIC (if not already provided) to the Bank's Share Registrar without any delay.

#### 9. Deduction of Withholding Tax from Dividend

The Government of Pakistan through Finance Act, 2020 has made cer tain amendments in section 150 of the Income Tax Ordinance, 2001 whereby different rates are prescribed for deduction of withholding tax on the amount of dividend paid by the companies. These tax rates are as under:

(a) For filers of income tax returns: 15%(b) For non-filers of income tax returns: 30%

To enable the Bank to make tax deduction on the amount of cash dividend @ 15% instead of 30%, all shareholders whose names are not entered in the Active Tax-Payers List (ATL) provided on the website of Federal Board of Revenue (FBR), despite the fact that they are filers, are advised to make sure that their names are entered into ATL at the earliest possible (as and when declared) otherwise tax on their cash dividend will be deducted @ 30%.

For shareholders holding their shares jointly as per the clar ification issued by the FBR withholding tax will be det ermined separately on 'Filer/Non-Filer' status of Principal Shareholder as well as joint-holder(s) based on their shareholding proportions. Therefore, all shareholders who hold shares jointly are required to provide shareholding proportions of Principal Shareholder and Joint-holder(s) in respect of shares held by them follows:

Folio / CDC account no.		Principal Shareh	older	Joint Shareholder(s)		
		Name and CNIC no.	Shareholding proportion (no. of shares)	Name and CNIC no.	Shareholding proportion (no. of shares)	

In case of non-receipt of above information, the shareholding will be divided among the joint-holders equally.

#### 10. Unclaimed Shares and Dividends:

As per the provisions of Section 244 of the Companies Act, 2017, any shares issued or dividends declared by the Bank, which remain unclaimed or unpaid for a period of three years from the date they became due and payable shall vest with the Federal Government after compliance of procedures prescribed under the Act. In compliance of the above, the Bank has already sent individual letters to the concerned shareholders requesting them to claim their outstanding cash dividends and/or bonus shares. In this respect and for facilitation of the shareholders, the details of unclaimed shares and dividends can also be accessed from the Bank's website.

Therefore, in view of the above, those shareholders who have not yet collected their pending entitlements are once again advised to lodge their claims with the Bank's Share Registrar at the address given above.

#### 11. Availability of Annual Audited Accounts on website:

The audited accounts of the Bank for the year ended December 31, 2022 have been made available on the Company's website www.habibmetro.com. Additionally, the annual and quarterly accounts for the prior years and periods are also available.

Further, in accordance with SRO # 470(I)/2016 dated May 31, 2016, the shareholders of Habib Metropolitan Bank Limited in AGM held on March 30, 2017 had accorded their consent for transmission of annual reports including annual audited accounts and other information contained therein of the Bank through CD/DVD/USB instead of transmitting the same in hard copies. The shareholders who wish to receive hard copies of the aforesaid documents may send the standard request form available on the Bank's website to the Company Secretary / Share Registrar, and the Bank will provide the aforesaid documents to the shareholders on demand, free of cost, within one week of such demand.

#### 12. Transmission of Annual Audited Accounts & Notice through email:

The shareholders who are interested in receiving the annual reports and notice of annual general meeting electronically through email in future are requested to send their email addresses on the consent form placed on the Bank's website.

The shareholders, in general, are encouraged to have their email addresses and cell numbers registered with the Bank through the Share Registrar.

#### 13. Video Conference Facility:

In terms of the Companies Act, 2017, shareholders residing in a city other than Karachi holding at least 10% of the total paid up share capital may demand the facility of video-link for participating in the annual general meeting. The request for video-link facility shall be received by the Share Registrar at the address given hereinabove at least 7 days prior to the date of the meeting on the standard form available on the Bank's website.

#### 14. Postal Ballot/e-voting:

Shareholders will be allowed to exercise their right to poll in accordance with the requirements of Sections 143 to 145 of the Companies Act, 2017 and the Companies (Postal Ballot) Regulations, 2018.

#### 15. Conversion of Physical Shares into Book-entry Form:

As per Section 72 of the Companies Act, 2017, every existing company shall be required to replace its physical shares with book entry form in a manner as may be specified and from the date notified by the Commission, within a period not exceeding four years from the commencement of this Act. In this respect, the Securities & Exchange Commission of Pakistan (SECP) vide its Letter No. CSD/ED/Misc/2016-639-640, dated 26 March 2021 has advised all listed companies to pursue such shareholders still holding shares in physical form, requiring conversion of their shares into book-entry form.

Accordingly, the shareholders having physical shareholding are once again advised to open CDC sub-account with any of the CDC Participants to place their physical shares into book-entry form at their earliest. This will facilitate them in number of ways including safe custody and easy sale of shares at the time of need, as the trading of physical shares is not permitted under existing regulations of the Pakistan Stock Exchange Limited.

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

The statement sets out the material facts pertaining to the special business to be transacted at the 31st Annual General Meeting of the Bank:

In terms of Board Remuneration Policy approved by the shareholders, the Board in their meeting held on 24 F ebruary 2023 recommended to revise the remuneration paid to the directors for attending meeting as under:

For attending Board Meetings:

Rs. 500,000/- per meeting
For attending Board Committee Meetings:

Rs. 400,000/- per meeting
For attending Board Committee Meetings by the Committee Chairperson(s):

Rs. 500,000/- per meeting

No remuneration to be paid to nominee directors of the holding company.

The directors' remuneration was previously approved at the 29th Annual General Meeting of the Bank held on 30th March 2021 for attending Board meetings at Rs. 200,000/-, for Board Committees meetings at Rs. 150,000/- and for the Chairperson(s) of Board Committees at Rs. 200,000/-.

The shareholders are requested to consider and, if thought fit, approve the revised remuneration and to pass the following resolution as an ordinary resolution:

"Resolved that the remuneration payable to the Board Members for attending Board meetings be and is hereby fixed at Rs.500,000/-per meeting, and for Board Committee Meetings by the members at Rs.400,000/- per meeting and for the Chairperson(s) at Rs.500,000/-per meeting effective April 1, 2023."

Directors have no direct or indirect interest, except to the extent of their respective shareholding and payment of remuneration, if any.