

## NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Eighteenth (18th) Annual General Meeting of MCB-Arif Habib Savings and Investments Limited will be held on Friday, October 26, 2018 at 11:15 a.m. at Aquarius Hall, Beach Luxury Hotel, Moulvi Tamizuddin Khan Road, Karachi - Pakistan to transact the following business:

### Ordinary Business:

1. To confirm the minutes of the last Annual General Meeting held on October 25, 2017.
2. To receive, consider and adopt the Audited Financial Statements of the Company for the year ended June 30, 2018 together with Directors' and Auditors' Reports thereon.
3. To declare and approve final cash dividend of 17.5% i.e. Rs. 1.75 per ordinary share of Rs. 10/- each for the year ended June 30, 2018, as recommended by the Board of Directors.
4. To appoint external auditors of the Company for the year ending June 30, 2019 and fix their remuneration. The Board of Directors, on the recommendation of Audit Committee of the Company, has proposed the appointment of M/s KPMG Taseer Hadi & Co. Chartered Accountants as external auditors for the year ending June 30, 2019.
5. To transact any other business with the permission of the Chair.

By Order of the Board



Muhammad Asif Mehdi Rizvi  
Company Secretary

October 01, 2018  
Karachi

### Notes:

#### 1. Book Closure Notice

The Share Transfer Books of the Company will remain closed from Friday, October 19, 2018 to Friday, October 26, 2018 (both days inclusive). Transfers received in order at the office of our Share Registrar M/s. Central Depository Company of Pakistan Limited, CDC House, Block B, SMCHS, Main Shahrah-e-Faisal, Karachi - 74400, by the close of business (5:00 p.m.) on Thursday, October 18, 2018, will be considered in time for the determination of the entitlement of the shareholders to final cash dividend and to attend and vote at the meeting.

#### 2. 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 48 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 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.**

#### 3. 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, the availability of valid CNIC of all members is also necessary for filing, with SECP, the list of members along with Annual Return of the Company.

Members, who have not yet submitted attested photocopy of their valid CNIC along with folio number are requested to send the same, at the earliest, directly to the Company's Share Registrar. In case of non-availability of valid copy of CNIC of any member, in the Company's records, the Company will be constrained to withhold the Dividend Warrants of such members, which will be released only upon providing the copy.

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**4. Payment of Cash Dividend Electronically (Mandatory)**

Under section 242 of Companies Act, 2017 (the Act), 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, bank account number, title of account, complete mailing address of the bank. CDC account holders should submit their request directly to their broker (participant)/CDC. A Dividend Mandate Form is available at the Registered Office of the Company and the same are also placed on the Company's website.

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

(i) Pursuant to the provisions of the Finance Act 2018 effective July 1, 2018, the rates of deduction of income tax from dividend payments under the Income Tax Ordinance have been revised as follows:

- a) Rate of tax deduction for filer of income tax return 15%; and
- b) Rate of tax deduction for non-filers of income tax return 20%

The tax deduction on the amount of cash dividend @ 15% shall be made for the payment of dividend to shareholders whose names are entered into the Active Tax-payers List (ATL) provided on the website of FBR, before close of business hour (5:00 p.m.) on Friday, October 19, 2018 otherwise tax on the cash dividend will be deducted @ 20.00% instead of 15%. List of Filers is available at Federal Board of Revenue's (FBR) website: <http://www.fbr.gov.pk>.

(ii) 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.

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 Proportiion (No. of Shares)	Name and CNIC No.	Shareholding Proportiion (No. of Shares)

The required information must reach our Share Registrar by the close of business (5:00 p.m) on Thursday, October 18, 2018; otherwise it will be assumed that the shares are equally held by Principal shareholder and Joint Holder(s).

(iii) 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 & Investments Ltd.  
UAN: 11-11-622-24 email: [info@mcbah.com](mailto:info@mcbah.com)

Share Registrar: Central Depository Company of Pakistan Ltd.  
Tel #: 0800-23275 email: [info@cdcpak.com](mailto:info@cdcpak.com)

**6. Change in Members Addresses**

Members' are requested to immediately notify any change in their address to the Share Registrar M/s. Central Depository Company of Pakistan Limited in order that the dividend warrants may be dispatched to their correct addresses.

**7. Unclaimed Dividend**

Shareholders, who by any reason, could not claim their dividend, if any, are advised to contact our Share Registrar CDC House, Block 'B', SMCHS., Main Shahrah-e-Faisal, Karachi-74000 to collect / enquire about their unclaimed dividend, if any. In compliance with Section 244 of the Companies Act, 2017, after having completed the stipulated

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procedure, all such dividend outstanding for a period of 3 years or more from the date due and payable shall be deposited to the Federal Government in case of unclaimed dividend.

**8. Placement of Audited Financial Statements on the Website**

The financial statements for the year ended June 30, 2018 and reports have been placed on the Company's website: [www.mcbah.com](http://www.mcbah.com).

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

In terms of Section 223(6) of the Companies Act, 2017, the Company is allowed to send financial statements and reports to its members electronically. Moreover, pursuant to S.R.O. 787(1)/2014 dated 8th September 2014, issued by SECP, companies were permitted to circulate Annual Audited Financial Statements along with Notice of Annual General Meeting to its members through e-mail who opt for purpose.

Shareholders who wish to receive annual reports and notice of the General Meeting through e-mail are requested to provide, through a consent form duly signed by them, their particulars, i.e. Name, Folio / CDC A/C No., Email Address, Contact Number, CNIC Number. A Standard Consent Form is available at the Company's website: [www.mcbah.com](http://www.mcbah.com). Shareholders are also requested to notify immediately any change in their e-mail address to the Share Registrar of the Company, Central Depository Company of Pakistan Limited, Share Registrar Department, CDC House 99-B, Block 'B' S.M.C.H.S, Main Shakra-e-Faisal Karachi-74400.

**10. Video-link Facility**

If the members holding ten percent of the total paid up capital or such other percentage of the paid up capital as may be specified by the Commission, are resident in any other city, the company shall provide the facility of video-link to such members for attending annual general meeting of the company, if so required by such members in writing to the company at least seven days (7) before the date of the meeting.

**Consent for Video-link Facility**

I/We, \_\_\_\_\_ of \_\_\_\_\_ 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 Annual General Meeting to be held on October 26, 2018 or any adjourned meeting through video-link facility at \_\_\_\_\_ (Please insert name of the City)

\_\_\_\_\_  
Signature of member