

SE-100(5F)2016/15
March 07, 2016

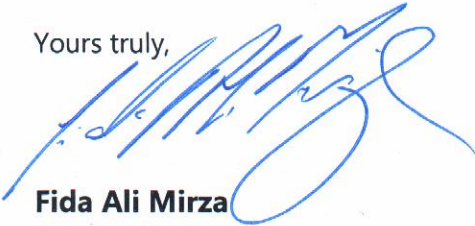
The General Manager
Pakistan Stock Exchange Limited
Stock Exchange Building
Stock Exchange Road
Karachi.

Sub: **NOTICE OF 68TH ANNUAL GENERAL MEETING**
MCB BANK LIMITED

Dear Sir,

Enclosed please find herewith a copy of the Notice of 68th Annual General Meeting of MCB Bank Limited, scheduled to be held on March 29, 2016, for circulation amongst the TRE Certificate Holders of the Exchange.

Yours truly,



Fida Ali Mirza
Company Secretary

Encl: **As above**

Cc: **London Stock Exchange**



NOTICE OF 68th ANNUAL GENERAL MEETING

Notice is hereby given that 68th Annual General Meeting of **MCB Bank Limited** ("the Bank") will be held at Pearl-Continental Hotel, Shahrah-e-Quaid-e-Azam, Lahore, on **Tuesday, March 29, 2016, at 11:00 AM** to transact the following business:

Ordinary Business:

1. To receive, consider and adopt the Annual Audited Separate and Consolidated Financial Statements of the Bank together with the Directors' and Auditors' reports thereon for the year ended December 31, 2015.
2. To appoint statutory auditors of the Bank and fix their remuneration. The retiring auditors M/s A.F. Ferguson & Company, Chartered Accountants, have completed the period of five years; hence, are not eligible for re-appointment as provided in the Code of Corporate Governance. The Audit Committee has suggested the appointment of M/s KPMG Taseer Hadi & Company, Chartered Accountants, as auditors of the Bank. The Board of Directors, on the suggestion of Audit Committee, has recommended to the shareholders the appointment of M/s KPMG Taseer Hadi & Company, Chartered Accountants, being eligible, have consented to act as statutory auditors of the Bank for the year ending December 31, 2016. The Bank has also received a notice from one of its shareholders proposing the name of M/s KPMG Taseer Hadi & Company, Chartered Accountants, for appointment as auditors of the Bank in place of retiring auditors.
3. To approve, as recommended by the Board of Directors, payment of Final Cash Dividend @ 40% i.e., PKR 4.00 per share in addition to 120% (40% each for 1st, 2nd and 3rd quarter) Interim Cash Dividends already paid for the year ended December 31, 2015.

Special Business:

4. To consider and, if deemed fit, pass the following resolutions as 'Special Resolutions' with or without modifications to approve alterations in the Articles of Association of the Bank in accordance with the provisions of Section 28 of the Companies Ordinance, 1984:

"RESOLVED THAT the following (Para 3) of Article 94 of the Articles of Association of the Bank be and is hereby deleted:

Para 3 of Article 94 of the Articles of Association:

Non-resident directors may be allowed reimbursement of traveling expenses for the spouse while accompanying for attending the Board's Meeting subject to a maximum limit of twice in a financial year, in addition to the cost of boarding and lodging payment/reimbursement to the Board's members in connection with attending the meetings."

"FURTHER RESOLVED THAT the Company Secretary and Chief Financial Officer be and are hereby jointly authorized to do all acts, deeds and things, take all steps and actions necessary, ancillary and incidental for altering the Articles of Association of the Bank, including filing of all requisite documents/statutory forms, as may be required to be filed with the Registrar of Companies and complying with all other regulatory requirements, so as to effectuate the alterations in the Articles of Association and implementing the aforesaid resolution."



MCB Bank Limited

5. To consider and approve the alteration in the Object Clause to the Memorandum of Association of the Bank and pass the following resolutions as 'Special Resolutions', with or without modification, as required under Section 21 of the Companies Ordinance, 1984:

"RESOLVED THAT subject to fulfillment of all applicable regulatory requirements including approval of State Bank of Pakistan, approval of the members of the Bank be and is hereby accorded for the alteration in the Object Clause-3 of the Memorandum of Association of the Bank by insertion therein, the following new Sub-Clause numbered as follows:

- (a) *"providing support functions/services like human resource management, administration, accounting, information technology and other secretarial and general services to the subsidiary (ies) including premises of the bank for utilization by the subsidiary (ies)."*

"FURTHER RESOLVED THAT the existing Sub-Clauses "q", "r" and "s" to the Object Clause-3 of the Memorandum of Association of MCB Bank Limited be and are hereby renumbered "r", "s" and "t", respectively, by adding new Sub-Clause (a)."

"RESOLVED FURTHER THAT the Company Secretary and the Chief Financial Officer be and are hereby jointly authorized to undertake all such actions, execute all such documents and do all such things for and on behalf of the Bank, including completion of all regulatory requirements for alteration in the Memorandum of Association of the Bank, filing of all requisite returns with the Registrar of Companies and complying with all other legal requirements, so as to give effect to the resolutions as set out above."

6. To consider and pass the following Ordinary Resolution as recommended by the Board of Directors of the Bank:

"RESOLVED THAT post facto approval be and is hereby accorded for the Chairman's office premises situated at Lahore, Karachi and Islamabad as well as administrative expenses incurred or to be incurred, pertaining to these offices, staff and related facilities allocated to the Chairman of the Board of Directors of the Bank, in accordance with the provisions of BPRD Circular No. 09 of 2015, dated May 06, 2015."

A Statement under Section 160(1)(b) of the Companies Ordinance, 1984 setting forth all material facts pertaining to the Special Business referred to above, is annexed to this Notice being sent to the members.



By Order of the Board,


FIDA ALI MIRZA
Company Secretary

March 07, 2016
Lahore

MCB Bank Limited



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Notes:

1. The Shares Transfer Books of MCB Bank Limited ("the Bank") will remain closed from **March 21, 2016 to March 29, 2016** (both days inclusive). Transfers received at the Bank's Share Registrar and Transfer Agent's office at the below mentioned address, at the close of business hours on **March 20, 2016** will be treated as being in time for the purpose of the entitlement of cash dividend and for attending the meeting.
2. A member entitled to attend and vote at the Annual General Meeting is entitled to appoint another member as a proxy to attend and vote on his/her behalf. A corporate entity, being a member, may appoint as its proxy any of its official or any other person whether a member of the Bank or not.
3. The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed, or a notarized certified copy of the power of attorney or authority in order to be effective must be deposited at the Share Registrar and Transfer Agent Office of the Bank not less than 48 hours before the time for holding the meeting, and must be duly stamped, signed and witnessed.
4. Members are requested to immediately notify the change, if any, in their registered addresses to the Share Registrar and Transfer Agent of the Bank.
5. CDC Accountholders will further have to follow the under mentioned guidelines as laid down by Circular No. 1, dated January 26, 2000, issued by the Securities and Exchange Commission of Pakistan:

For Attending the Meeting:

- i. In case of individuals, the accountholder or sub-accountholder and/or the person whose securities are in group account and their registration details are uploaded as per the Regulations, shall authenticate his identity by showing his original Computerized National Identity Card ("CNIC") or original passport at the time of attending the meeting.
- ii. In case of corporate entity, the Board of Directors' resolution/power of attorney with specimen signature of the nominee shall be produced (unless it has been provided earlier) at the time of the meeting.

For Appointing of Proxies:

- i. In case of individuals, the accountholder or sub-accountholder and/or the person whose securities are in group account and their registration details are uploaded as per the CDC Regulations, shall submit the proxy form as per the above requirement.
- ii. The proxy form shall be witnessed by the two persons whose names, addresses and CNIC numbers shall be mentioned on the form.
- iii. Attested copy of CNIC or the passport of the beneficial owners and the proxy shall be furnished with the proxy form.
- iv. The proxy shall produce his/her original CNIC or passport at the time of the meeting.
- v. In case of corporate entity, the Board of Directors resolution/power of attorney with specimen signature shall be submitted along with proxy form of the Bank.

SECP Circulars/Notifications:

The following Circulars/Notifications issued by the Securities and Exchange Commission of Pakistan ("SECP") require special attention of the shareholders of the Bank.

1. Withholding of Payment of Dividend – CNIC Requirement:

MCB Bank Limited ("the Bank"), as directed by SECP, has withheld the payment of dividend in accordance with the provisions of Section 251 (2) of the Companies Ordinance, 1984, of those shareholders who have not yet provided their Computerized National Identity Card ("CNIC") or Passport number to the Bank. Such shareholders are once again requested to provide a valid copy of their CNIC to the Share Registrar and Transfer Agent at the below mentioned address, enabling the Bank to comply with the directions issued by the SECP vide SRO # 831 (I) 2012, dated July 05, 2012 read with SRO # 19 (I) 2014, dated January 10, 2014.



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MCB Bank Limited

Registered Office: MCB Building, 15-Main Gulberg, Lahore - Pakistan, UAN: +92-42-111-000-111, Website: www.mcb.com.pk
Company Secretary Office: 6th Floor, MCB Building, 15-Main Gulberg, Lahore - Pakistan. Ph: +92-42-36041621 Fax: +92-42-35776616

2. Payment of Cash Dividend Electronically (e-Dividend Mechanism):

SECP through its Notification No. 8(4)SM/CDC 2008, dated April 05, 2013, has advised that the shareholders who have provided bank mandate, should be paid dividend by transferring directly to their respective bank accounts (e-dividend mechanism); therefore, the registered shareholders of the Bank, who have not yet provided us dividend mandate are requested to provide the details of their bank account including title of account, account number, bank name, branch name & code and address, in order to credit their cash dividends, as and when declared, directly to their respective bank accounts. This information is to be provided to: (i) in case of book-entry securities in Central Depository System (CDS), to CDS Participants; and (ii) in case of physical securities to our Share Registrar and Transfer Agent at below mentioned address. The Bank encourages the shareholders to take dividend mandate option for instant credit of dividends, eliminating the chances of dividend warrants getting lost in the post, undelivered or delivered at the wrong address etc.

3. Circulation of Annual Audited Financial Statements and Notice of AGM to Members through E-mail:

SECP through its Notification No. SRO 787 (I)/2014, dated September 08, 2014, has allowed companies to circulate Annual Audit Financial Statements along with Notice of Annual General Meeting ("AGM") to its members through email. The shareholders who desire to receive Annual Financial Statements and Notice of AGM through email are requested to fill the requisite form titled 'Standard Request Form' placed on the website of the Bank and dispatch it to Bank's Share Registrar and Transfer Agent at below mentioned address. In case any member, subsequently, requests for hard copy of Annual Financial Statements, the same shall be provided free of cost within seven days of receipt of such request.

4. Deduction of Withholding Tax on the Amount of Dividend:

The Government of Pakistan through Finance Act, 2015, has made amendment in Section 150 of the Income Tax Ordinance, 2001, whereby, withholding tax on dividends has been enhanced as follows:

- For Filers of Income Tax Returns: 12.5%
- For Non-Filers of Income Tax Returns: 17.5%

In case of joint-shareholders, tax is to be deducted as per ratio of their shares in the ownership.

Federal Board of Revenue ("FBR") has provided the Active Tax-Payer List ("ATL"), for identification on the basis of National Tax Number ("NTN")/Computerized National Identity Card ("CNIC") number; hence, in case of non-availability of valid NTN/CNIC number of the respective shareholder with the Bank's Share Registrar and Transfer Agent, he/she will be treated as 'Non-Filer' and accordingly tax at the rate of 17.5% would be deducted. Therefore, all shareholders having physical shareholding are requested to ensure that their valid CNIC/NTN is available with the Share Registrar and Transfer Agent of the Bank. The corporate shareholders having CDC accounts are required to provide NTN to their respective participants, whereas, corporate entities having physical shareholding would send a copy of their NTN certificate to the Bank's Share Registrar and Transfer Agent at below mentioned address.

5. Deduction of Withholding Tax on Joint Account Holder(s):

The Joint Account Holders whose shareholding details as to Principal Shareholder have not yet been determined for deduction of withholding tax on the upcoming dividend of the Bank, are requested to please furnish to the Bank's Share Registrar and Transfer Agent at below mentioned address, the shareholding details of yourself as Principal Shareholder and your Joint Holder(s) in the following manner, enabling the Bank to compute withholding tax of each shareholder accordingly:

CDC Account No./ Folio No.	Name of Principal Shareholder/Joint Holders	Shareholding Proportion	CNIC No. (copy attached)	Signature

Kindly note that in case of non-receipt of the information each Account Holder will be assumed to hold equal proportion of shares and the deduction will be made accordingly.





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6. **Deposit of Physical Shares into CDC Account:**

The Shareholders having physical shareholding may open CDC sub-account with any of the brokers or Investor Account directly with CDC to place their physical shares into script-less form, this will facilitate them in many ways including safe custody and sale of shares, any time they want, as the trading of physical shares is not permitted as per existing regulations of the Stock Exchange.

7. **Merger of Different Folios into One Folio:**

As per record, some of the shareholders are maintaining more than one folio under the same particulars. Carrying two different folios may be a hassle for the shareholders to reconcile and receive different benefits in the shape of dividends/ bonus. In order to provide better services and convenience, such shareholders are requested to send requests to the Bank's Share Registrar and Transfer Agent at the below mentioned address to merge their folios into one folio.

- While sending the copy of NTN/CNIC number, the shareholders are requested to quote their respective folio numbers for identification purpose.

M/s THK Associates (Pvt) Ltd,
Share Registrar-MCB Bank Limited
Second Floor, State Life Building-3,
Dr. Ziauddin Ahmed Road, Karachi-75530,
UAN +92 (21) 111-000-322, Fax: +92 (21) 3 56 555 95.
Email: secretariat@thk.com.pk

**Statement under Section 160 (1)(b) of the Companies Ordinance, 1984
pertaining to Special Business**

This Statement as required under Section 160(1)(b) of the Companies Ordinance, 1984, sets out the material facts pertaining to the Special Business to be transacted at the 68th Annual General Meeting of the Bank.

Agenda No. 4

Approval for Alteration in the Articles of Association of the Bank:

The shareholders in their Annual General Meeting held on March 26, 2010, approved the reimbursement of travel expenses for the spouse of non-resident directors, accompanying them while they were travelling to attend the Bank's board meetings. This facility was subject to a maximum limit of twice in a financial year and was in addition to the cost of boarding and lodging payments/reimbursements to the non-resident directors in connection with attending the meetings. Since its approval, the Bank made payment of travel expenses of the spouse of a non-resident director only once with the permission of the State Bank of Pakistan ("SBP"). However, this facility has not been availed since by the non-resident directors.

As advised by the regulator, the Board of Directors re-assessed the travelling facilities relating to non-resident directors and resolved to withdraw the facility. It is hereby further apprised that while approving this facility, the shareholders also approved the related amendment in Article 94 of the Articles of Association of the Bank. As this facility has been withdrawn by the Board; therefore, the shareholders are requested to approve the deletion of Para 3 of Article 94 of the Articles of Association of the Bank.

Agenda No. 5

Approval for Alteration in the Memorandum of Association of the Bank:

The Bank has subsidiaries in different business sectors like leasing, switch related business, assets management, custody and trustee business etc. The affairs of such subsidiaries are handled independently and any transaction/service from or to such subsidiaries are dealt on arm's length basis in accordance with the market terms and conditions. The Bank has never assumed any sort of legal obligation on behalf of its subsidiaries.



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MCB Bank Limited

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The Bank, being holding company equipped with quality resources, may provide support services to its subsidiaries by sharing costs of overheads on commercial basis. Therefore, the Board of Directors considered and approved that the Bank could provide support functions/services like human resource management, administration, accounting, information technology and other secretarial and general services to its subsidiaries by sharing costs of overheads and fixed assets on predetermined terms and conditions, strictly in accordance with Clauses 6 and 7 of BPD Circular No. 01 of 2005, dated January 28, 2005, issued by the State Bank of Pakistan ("SBP"). However, the Bank will not expose to risks on account of its subsidiaries and the transactions with the subsidiary (ies) will be conducted on arm's length basis and appropriate fees will be charged for the services rendered by the Bank without any involvement in the day-to-day operations of the subsidiary (ies). Further, such support function will not affect the main business of the Bank rather it would be cost effective for the subsidiary (ies) against the quality services and potential saving in cost will enhance consolidated profitability of the Bank. The proposed alteration in Object Clause of the Memorandum of Association of the Bank would adhere to all the applicable laws, rules and regulations.

In order to incorporate the provision of providing support functions/services to subsidiaries of the Bank, the Board has approved the alteration in Object Clause of the Memorandum of Association of the Bank by inserting new clause in it and recommended to the shareholders for their approval.

The Bank has also submitted an application to SBP for the issuance of "No Objection Certificate" in respect of above mentioned alteration in the Memorandum of Association of the Bank as required by Section 89 of the Banking Companies Ordinance, 1962.

Agenda No. 6

Approval for Office Premises of Chairman Offices and related Administrative Expenses:

The Chairman's office premises situated at Lahore, Karachi and Islamabad, with limited staff, where the Chairman of the Board fulfills its responsibilities as vested by the Board of Directors from time to time. In this regard, the State Bank of Pakistan ("SBP") has pointed out that shareholders' approval for the said office premises for the Chairman and related administrative expenses was not available on record. It was also advised to take the shareholders' approval in respect of an amount of PKR 14.630 million incurred during the year 2014, on account of administrative expenses of Chairman offices. The shareholders are, therefore, requested to accord their approval for the Chairman's office premises located at Lahore, Karachi and Islamabad as well as administrative expenses pertaining to these offices, staff and related facilities in accordance with the provisions of BPRD Circular No. 09 of 2015, dated May 06, 2015.

Inspection of Documents:

The copies of the existing and amended Memorandum and Articles of Association have been kept at the Registered Office of the Bank which could be inspected on any working day during usual business hours till the date of 68th Annual General Meeting of the Bank.

Website of the Bank:

The Annual Audited Financial Statements of the Bank for the year ended December 31, 2015 and Notice of 68th Annual General Meeting along with the Statement under Section 160 (1)(b) of the Companies Ordinance, 1984, pertaining to Special Business, have been placed on website of the Bank.

Interest of Directors:

The directors have no direct or indirect interest in the above said special business as per Agenda Item No. 4, 5 and 6, save their shareholdings in the Bank.



MCB Bank Limited