



## NOTICE FOR THE TWELFTH ANNUAL GENERAL MEETING

Notice is hereby given that the Twelfth Annual General Meeting of Apna Microfinance Bank Limited is scheduled to be held on Monday, March 30, 2015 at 11:30 a.m. at its Institute of Chartered Accountants, Chartered Accountants Avenue, Clifton, Karachi to transact the following business:

### AGENDA

1. To read and confirm the minutes of the Extraordinary General Meeting held on October 28, 2014.
2. To receive, consider and adopt the Annual Audited Financial Statements for the year ended December 31, 2014 together with Directors' and Auditors' Reports thereon.
3. To review, consider and appoint Avais Hyder Liaquat Nauman, Chartered Accountants as auditors of the bank for the year ending December 31, 2015 as proposed by the Board of Directors and to fix their remuneration.
4. SPECIAL RESOLUTION  
To pass the Special Resolution in Annual General Meeting for replacing Clause 3(V) respectively in Article & Memorandum of Association and to approve the following resolution by the members:

*3(V)The authorized share capital of the Company is Rs.2,500,000,000 (Rupees two billion five hundred million only) divided into 250,000,000 (Two hundred and fifty Million) Ordinary shares of Rs.10/- each. The Company shall have power to increase, reduce or reorganize the capital of the Company and divide shares in the capital for the time being into several classes in accordance with the provisions of the Companies Ordinance, 1984."*

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

By Order of the Board

March 10, 2015  
Karachi

Rafat Abbas  
Company Secretary

### **Statement under section 160(1) (b) of the company's ordinance 1984. This statement set out the material facts covering the special Business to be transacted at Annual General meeting of the company**

#### 1- Special Resolution "AMENDMENT IN ARTICLES & MEMORANDUM OF ASSOCIATION"

At present the Authorized Capital of the Bank is Rs. 2.5 (b) divided in to 250 (m) Shares of Rs. 10/- each. The paid-up Capital of the bank is Rs 1.10 (b) divided into 110 million shares of Rs. 10/- each.

The Member in Extraordinary General Meeting held on October 28, 2014 resolved to enhance the Authorized Capital of the bank from 1.5 (b) to Rs. 2.5 (b) accordingly the Articles and Memorandum of Association of the Bank are to be amended to comply with the regulations. The Board in its meeting held on February 27, 2015 approve the resolution for the same as under.

*3(V)The authorized share capital of the Company is Rs.2,500,000,000 (Rupees two billion five hundred million only) divided into 250,000,000 (Two hundred and fifty Million) Ordinary shares of Rs.10/- each. The Company shall have power to increase, reduce or reorganize the capital of the Company and divide shares in the capital for the time being into several classes in accordance with the provisions of the Companies Ordinance, 1984."*



The matter is therefore placed before the shareholders to approve the replacement of amended clause as above with the existing one.

**NOTES:**

1. A member of the Bank entitled to attend and vote at this meeting may appoint another member as his/her proxy to attend and vote instead of him/her. Proxies in order to be effective must receive by the Bank not less than 48 hours before the meeting.

Central Depository Company of Pakistan Limited (CDC) account holders will further have the following under mentioned guidelines as laid down by the Securities and Exchange Commission of Pakistan.

**A) For Attending Meeting:**

- i) In the case of individuals, the account holder or sub account holder 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 National Identity Card (CNIC) or original Passport at the time of attending the meeting.
- ii) In the 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.

**B) For Appointing Proxies:**

- i) In the case of individuals, the account holder or sub-account holder and /or the person whose securities are in-group account and their registration details are uploaded as per the regulations, shall submit the proxy form as per the above requirement.
  - ii) Two persons whose names, addresses and CNIC numbers shall be mentioned on the form shall witness the proxy.
  - iii) Attested copies of CNIC or the passport of the beneficial owners and proxy shall be furnished with the Proxy Form.
  - iv) The proxy shall produce his/her original CNIC or original Passport at the time of the meeting.
  - v) In the 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) along with proxy form to the Bank.
2. Members are requested to immediately notify the change of their address, if any.
  3. The Share Transfer Book of the company will remain closed from March 24, 2015 to March 30, 2015 (both days inclusive). The share transfer office is situated at Dagia House, 241-C, Block-2, P.E.C.H.S., Off. Shahrah-e-Quaideen, Karachi. (Phone No. 3439-1316 & 3439-1317). Transfer received at the registered office at the close of business on March 23, 2015 will be treated in time.

For Apna Microfinance Bank Ltd.  
Rafat Abbas  
Company Secretary