



Bank Alfalah

LDN/MEA/
5th May 2015

The General Manager
Karachi Stock Exchange Limited
Stock Exchange Building
Stock Exchange Road
Karachi
Fax No. 111-573-329

NOTICE OF THE EXTRA-ORDINARY GENERAL MEETING

Dear Sir,

This is with reference to our letter dated 23rd April 2015.

Enclosed please find a copy of the Notice of Extraordinary General Meeting to be held on 27th May 2015 for circulation amongst the TRE Certificate Holders/Members of the Exchange.

Yours truly,

MIAN EJAZ AHMAD
Company Secretary

Encls: as above

Cc:

The Company Secretary, Lahore Stock Exchange Limited, 19, Khayaban-e-Aiwan-e-Iqbal Road, Lahore (Fax No. 042-3636 8485).

The Managing Director, Islamabad Stock Exchange Limited, ISE Tower, 55-B, Jinnah Avenue, Islamabad (Fax No. 051-11147 3329).



Bank Alfalah

NOTICE OF EXTRA-ORDINARY GENERAL MEETING

NOTICE is hereby given that an Extra-Ordinary General Meeting of Bank Alfalah Limited ("**the Bank**") will be held on Wednesday, 27th May 2015 at 10:00 AM at Movenpick Hotel, Karachi, to transact the following business:

ORDINARY BUSINESS

1. To confirm the Minutes of the 23rd Annual General Meeting held on 27th March 2015 at Karachi.
2. To elect eight (08) directors of the Bank as fixed by the Board of Directors in accordance with the provisions of Section 178 of the Companies Ordinance, 1984 for a term of three years commencing from 27th May 2015. The following are the retiring directors.
 1. H.H. Sheikh Hamdan Bin Mubarak Al Nahayan
 2. Mr. Abdulla Nasser Hawaileel Al Mansoori
 3. Mr. Abdulla Khalil Al Mutawa
 4. Mr. Khalid Mana Saeed Al Otaiba
 5. Mr. Ikram ul-Majeed Sehgal
 6. Mr. Nadeem Iqbal Sheikh
 7. Mr. Atif Aslam Bajwa (CEO).
3. To transact any other business with the permission of the Chair.

Karachi,
6th May 2015

BY ORDER OF THE BOARD
MIAN EJAZ AHMAD
Company Secretary

NOTES:

1. The Share Transfer Books of the Bank will remain closed from 20th May 2015 to 27th May 2015 (both days inclusive).
2. Any person, whether major shareholder or a minority shareholder, who seeks to contest the election to the office of the director ("**the Candidate**"), whether he is a retiring director or otherwise, is encouraged to file with the Bank at its registered office, not later than fourteen days before the date of the meeting at which elections are to be held, the following documents:
 - (a) Notice of his/her intention to offer himself/herself for election as a director in terms of Section 178(3) of the Companies Ordinance, 1984. The Candidate should also confirm that:
 - He/she is not ineligible to become a director of the Bank under any applicable laws and regulations (including SBP's Prudential Regulations and Listing Regulations of Stock Exchanges)



Bank Alfalah

- Neither he/she nor his/her spouse is engaged in the business of brokerage or is a sponsor, director or officer of a corporate brokerage house.
 - He/she is not serving as a director in more than seven listed companies simultaneously, provided that this limit shall not include the directorships in the listed subsidiaries of a listed holding company.
- (b) Consent to act as director in Form 28 under Section 184 of the Companies Ordinance, 1984.
- (c) A detailed profile/ curriculum vitae of the Candidate
- (d) Proforma – Fit & Proper Test, Affidavit on Non-Judicial Stamp Paper, and duly completed Questionnaire for accessing “Fit & Proper Test” attached to the BPRD Circular No.4 dated April 23, 2007 issued by State Bank of Pakistan (“SBP”). **[Note:** For becoming independent director, the Candidate is required to ensure compliance with the requirements of the Code of Corporate Governance (“the Code”) and also submit a declaration for his/her independence as required under the SBP’s Prudential Regulations]
- (e) Attested copy of CNIC/Passport, degrees/certificates etc. (Please note that the Bank reserves the right to obtain confirmation/verification of degrees /certificates/documents etc. in compliance of law/regulations. The Candidates are required to provide written authorizations to their concerned educational institutions to provide required verifications directly to the Bank, in order to assist the Bank in this regard.)
- (f) Details of family members (spouse, dependent lineal ascendants and descendants and dependent brothers and sisters) and entities (i.e. proprietorship, firm, company or trust) in which the Candidate or any of his/her family members is/are interested as director, proprietor, partner or as a shareholder holding 5% or more of paid-up capital in that entity.
- (g) Attested copy of Income Tax Clearance Certificate

In terms of the SBP’s BPRD Circular No.4 dated April 23, 2007 and Prudential Regulations prior clearance in writing from SBP is required for appointment of Directors. The Candidates are requested to read the same and other relevant provisions/requirements relating to the appointment/election of directors, as mentioned in the Companies Ordinance, 1984 and the Code and ensure compliance with the same in letter and spirit.

3. A member entitled to attend, and vote at the Meeting is entitled to appoint another member as a proxy to attend, speak and vote on his/her behalf. A corporation being a member may appoint as its proxy any of its official or any other person whether a member of the Bank or otherwise.
4. An instrument of proxy and a Power of Attorney or other authority (if any) under which it is signed, or notarized copy of such Power of Attorney must be valid and deposited at the Share Registrar of the Bank, F.D. Registrar Services (SMC-Pvt) Limited, Room No. 1705, 17th Floor, Saima Trade Tower “A”, I.I. Chundrigar Road, Karachi, not less than 48 hours before the time of the Meeting.
5. Those shareholders whose shares are deposited with Central Depository Company of Pakistan Limited (CDC) are requested to bring their original Computerized National Identity Card (CNIC) along with

Page 2 of 3



Bank Alfalah

participant's ID number and their account/sub-account numbers in CDC to facilitate identification at the time of Extra-Ordinary General Meeting. In case of Proxy, attested copies of proxy's CNIC or passport, Account and Participant's I.D. numbers must be deposited along with the Form of Proxy with our Share Registrar as per paragraph No. 4 above. In case of Proxy for corporate members, the Board of Directors' Resolution/Power of Attorney with specimen signature of the nominee shall be produced at the time of the meeting (unless it has been provided earlier to the Share Registrar).

6. Shareholders are requested to notify change in their address, if any, to our Share Registrar, F.D. Registrar Services (SMC-Pvt) Limited at their address mentioned at Sr. No. 4 above.

7. **Mandatory submission of CNIC**

Please be informed that SECP vide its Notification No. SRO.831 (1)2012 of July 05, 2012 has made mandatory for Companies to provide CNIC number of registered shareholder on the dividend warrant. Further, mentioning of CNIC number in the Annual Return 'Form A' is also obligatory requirement which is required to be filed with SECP under Section 156 of the Companies Ordinance, 1984.

In view of the foregoing, those shareholders who have not yet submitted a valid copy of their Computerized National Identity Card (CNIC) are once again requested to submit the same immediately to our Share Registrar at their address mentioned at Sr. No. 4 above.

8. **Increase in tax on dividend income for Non-Filers**

This is to inform the shareholders that the Government; through its Fiscal Budget for 2014-15, announced that withholding tax rate on Dividend Income has been increased from 10% to 15% for non-filers. Those shareholders, whose name will not be appearing (at the time of issuance of dividend, if any) in the list of filers, as updated by Federal Board of Revenue from time to time, will be subject to 15% withholding tax deduction on the dividend income.

9. **Payment of Cash Dividend Electronically (e-Dividend)/Dividend Mandate (optional):** In accordance with SECP's letter No. 8(4) SM/CDC 2008 dated 5th April 2013, we would like to apprise the shareholders that SECP has devised a strategy for implementation and promotion of e-dividend mechanism whereby the cash dividend amount would be directly credited into the respective bank account of the shareholders through electronic fund transfer facilities. The benefits associated with this (e-dividend) mechanism include instant credit of cash dividends, no chances of dividend warrants getting lost in the post, undelivered or delivered to the wrong address etc. The shareholders can avail benefits of the e-dividend mechanism by providing dividend mandate in their CDS accounts through their Participants or to the respective share registrar.

Those shareholders, who have shares in physical form and wish to receive their cash dividend through the afore mentioned e-dividend mechanism, are requested to send complete details of their bank account to our Share Registrar at the above address. The CDC sub-account holders are requested to provide the required information/document to their Participant/CDC Investor Account Services for the purpose.



Bank Alfalah

FORM OF PROXY

Folio/CDC Account No.

I/We, _____

of _____ being member(s)

of **Bank Alfalah Limited** ('the Bank'), holding _____ ordinary shares, hereby appoint

_____ of

_____ or failing

him/her _____ of

_____, who is also a member of the Bank, as my/our proxy to vote for me/us, and on my/our behalf at the **Extra-Ordinary General Meeting** of the Bank to be held on 27th May 2015 and at any adjournment thereof.

As witness my/our hand this _____ day of _____ 2015

Witness _____

Name _____

CNIC/Passport No. _____

Address _____

(Member's Signature on Rs.5/- Revenue Stamp)

1. A member entitled to attend, and vote at the Meeting is entitled to appoint another member as a proxy to attend, speak and vote on his/her behalf. A corporation being a member may appoint as its proxy any of its official or any other person whether a member of the Bank or otherwise.
2. An instrument of proxy and a Power of Attorney or other authority (if any) under which it is signed, or notarized copy of such Power of Attorney must be valid and deposited at the Share Registrar of the Bank, M/s. F. D. Registrar Services (SMC-Pvt) Limited, Office No: 1705, 17th Floor, Saima Trade Tower A, I. I. Chundrigar Road, Karachi-74000, not less than 48 hours before the time of the Meeting.
3. In case of proxy for an individual beneficial owner of CDC, attested copy of beneficial owner's Computerised National Identity Card, account and participant's ID numbers must be deposited along with the form of proxy with the Share Registrar. The proxy must produce his/her original identity card at the time of the Meeting. In case of proxy for corporate members, he/she should bring the usual documents required for such purpose.

To,
The Registrar
Bank Alfalah Limited
F.D Registrar Services (SMC-PVT) Ltd.
1705, 17th Floor
Saima Trade Tower A
I. I. Chundrigar Road
Karachi.

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