



HABIBMETRO



HO/CS/13640/2020  
April 01, 2020

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

Subject: **Certified Copy of Resolutions passed at the 28<sup>th</sup> Annual General Meeting of Habib Metropolitan Bank Limited**

Dear Sir,

We enclose herewith a certified copy of the resolutions passed by the shareholders of Habib Metropolitan Bank Limited at its 28<sup>th</sup> Annual General Meeting, held on March 31, 2020 at Karachi.

You may please inform the TRE Certificate Holders of the Exchange accordingly.

Yours truly,

**Ather Ali Khan**  
Company Secretary

Encl: As above



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EXTRACT FROM THE DRAFT MINUTES OF 28<sup>th</sup> ANNUAL GENERAL MEETING OF  
HABIB METROPOLITAN BANK LIMITED HELD ON MARCH 31, 2020 AT KARACHI

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**Agenda Item # 01**

**To receive, consider and adopt the Audited Accounts, standalone as well as consolidated, of the Bank for the year ended December 31, 2019 together with the Directors' and Auditors' Report thereon:**

**"Resolved that** the directors' and auditors' reports together with statement of compliance with the code of corporate governance, statement of internal controls and the audited annual accounts of the Bank, standalone as well as consolidated, for the year ended December 31, 2019 be and are hereby adopted and approved."

**Agenda Item # 02**

**To approve, as recommended by the Board of Directors, final dividend @ 25% (Rs. 2.50 per share) in the form of cash for the year ended December 31, 2019:**

**"Resolved that** the payment of dividend at the rate of 25% (Rs. 2.50/- per share) for the financial year ended December 31, 2019 in the form of cash be and is hereby approved to those shareholders, whose names appear on the members' register as at the close of business on March 19, 2020.

**Further resolved that** the chief executive officer, chief financial officer and company secretary be and are hereby authorized and empowered, jointly by any two, to give effect to this resolution and to do or caused to be done all acts, deeds and things that may be necessary or required for the payment of dividend."

Certified True Copy  
For Habib Metropolitan Bank Ltd. -

  
Secretary



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## Agenda Item # 03

**To elect 8(eight) Directors as fixed by the Board:**

**“Resolved that** since the number of persons who have offered themselves for election and the number of directors fixed by the Board was the same, the following persons namely:

1. Mr. Ali S. Habib
2. Mr. Anjum Z. Iqbal
3. Mr. Firasat Ali
4. Mr. Mohamedali R. Habib
5. Mr. Mohomed Bashir
6. Mr. Muhammad H. Habib
7. Mr. Rashid Ahmed Jafer
8. Ms. Tahira Raza

be and are hereby deemed to be elected as Directors of Habib Metropolitan Bank Limited for a period of three years, effective 31 March 2020, subject to clearance from the State Bank of Pakistan.”

## Agenda Item # 04

**To appoint Auditors for the financial year ending 31 December 2020 and fix their remuneration. The present Auditors, Messrs. KPMG Taseer Hadi & Co., Chartered Accountants, being eligible, offer themselves for re-appointment:**

**“Resolved that** the Messrs. KPMG Taseer Hadi & Co., Chartered Accountants, be and are hereby appointed as auditors of Habib Metropolitan Bank Limited for the period from the conclusion of 28th Annual General Meeting to the conclusion of the next Annual General Meeting, at a fee to be mutually decided and agreed.”

## Agenda Item # 05

**To approve remuneration paid to the directors during the year ended 31 December 2019:**

**“Resolved that** the remuneration paid to the directors during the year ended December 31, 2019, as disclosed in the Note. 37 to the Annual Audited Accounts, be and is hereby approved.”



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**Agenda Item # 06**

**To approve Directors' Remuneration Policy in terms of State Bank of Pakistan's BPRD Circular No. 03 dated 17 August 2019:**

**"Resolved that** the Directors Remuneration Policy, formulated in compliance of the State Bank of Pakistan's BPRD Circular No. 03 of 2019 dated August 17, 2019 be and is hereby approved."

**Agenda Item # 07**

**To approve alteration in Article 106 of the Articles of Association of the Bank:**

**"Resolved that** Article 106 of the Articles of Association be and hereby replaced as follows:

106. The remuneration to be paid to any director for attending the meeting of the directors or a committee of directors or meeting of the shareholders, shall from time to time, be determined by the Board of Directors in accordance with the regulatory requirements.

**Further Resolved that** the Chief Executive Officer and / or the Company Secretary of the Bank be and are hereby authorized, singly, to carry out all steps and actions necessary, ancillary and incidental for altering the Articles of Association of the Bank including filing and submitting all requisite statutory forms / documents as may be required to be filed with the Registrar of the Companies and complying with all other regulatory requirements so as to effectuate the alterations in the Articles of Association and implementing the aforesaid resolution."

Certified True Copy  
For Habib Metropolitan Bank Ltd.

  
Secretary