



Meezan Bank
The Premier Islamic Bank

March 08, 2016

CS/KSE-12/017/2016

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

Dear Sir,

NOTICE OF ANNUAL GENERAL MEETING

We enclose copies of the Notice of 20th Annual General Meeting to be held on **Tuesday, March 29, 2016 at 9:00 a.m.** at Meezan House C-25, Estate Avenue, SITE, Karachi, published today in Daily "Jang" Karachi and Daily "Business Recorder" Karachi for your record and information.

A copy of the notice of AGM containing the statement under section 160 (1) (b) of the Companies Ordinance 1984, is also enclosed.

Yours truly,

Tasnimul Haq Farooqui
Company Secretary

Encls.

**The Securities and Exchange
Commission of Pakistan**
NIC Building
Jinnah Avenue
Blue Area
Islamabad.

Meezan Bank Ltd.

Meezan House, C-25, Estate Avenue, SITE, Karachi - Pakistan.
Tel : (92-21) 38103500 Fax : (92-21) 36406049 www.meezanbank.com



Meezan Bank
The Premier Islamic Bank

Notice of 20th Annual General Meeting

Notice is hereby given that the 20th Annual General Meeting of the Members of Meezan Bank Limited will be held Insha'Allah on Tuesday, March 29, 2016 at 9:00 a.m. at Meezan House C-25, Estate Avenue, SITE, Karachi to transact the following business:

Ordinary Business:

- To confirm the minutes of the Extraordinary General Meeting held on November 17, 2015.
- To receive, consider and adopt the Annual Audited Accounts of the Bank for the year ended December 31, 2015 together with the Auditors' and Directors' Reports thereon.
- To appoint auditors of the Bank for the year ending December 31, 2016 and to fix their remuneration. The present auditors, A. F. Ferguson & Co., Chartered Accountants, retired and being eligible, offer themselves for reappointment.
- To consider and, if thought fit, approve as recommended by the Board of Directors, final cash dividend @ Rupees 1.25 per share i.e. 12.5% and is hereby approved resulting in total cash dividend @ Rupees 3 per share i.e. 30% as Rupees 1.75 per share i.e. 17.5% interim dividend was paid during the year.

Special Business:

- To approve the remuneration paid/payable to the Non-Executive Directors of the Bank for the year ended December 31, 2015 for attending Board Meetings and Meetings of the Committees formed by the Board, for the year ended December 31, 2015 and to pass the following resolution as an Ordinary Resolution:

"Resolved that the remuneration paid/payable to the Non-Executive Directors of the Bank for the year ended December 31, 2015 for attending Board Meetings and Meetings of the Committees formed by the Board, as disclosed in note 36 of the Audited Financial Statements of the Bank for the year ended December 31, 2015, be and is hereby approved."

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

Karachi
March 08, 2016

By Order of the Board
Tasnuva Haq Farooqui
Company Secretary

Note:

All material facts concerning the special business to be transacted at the Annual General Meeting is being sent to Members with the notice.

- The Members' Register will remain closed from March 21, 2016 to March 23, 2016 (both days inclusive) to determine the names of members entitled to receive the 12.5% cash dividend and attend and vote in the meeting.
- A member eligible to attend and vote at this meeting may appoint any person as proxy to attend and vote in the meeting. Proxies in order to be effective must be received at the Registered Office not less than forty eight (48) hours before the holding of the meeting.
- An individual beneficial owner of the Central Depository Company, entitled to vote at this meeting must bring his/her Computerized National Identity Card along with the participant ID numbers and sub account numbers with him/her to prove his/her identity, and in case of proxy must enclose an attested copy of his/her Computerized National Identity Card. Representatives of corporate members should bring the usual documents required for such purpose.

For Information of the Members:

- The Government of Pakistan has made certain amendments to Section 150 of the Income Tax Ordinance, 2001 whereby different rates are prescribed for deduction of withholding tax on the amount of dividend paid by the companies/banks. These rates are as per law. To enable the Bank to make tax deduction on the amount of Cash Dividend, all the members whose names are not entered into Active Tax-Payers List (ATL), despite the fact that they are liable are advised to make sure that their names are entered into ATL before the date of book closure for cash dividend, otherwise tax on their cash dividend will be deducted as a non-filer.

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 Shares Registrar, in writing as follows:

Folio/CDS	Total Shares	Principal Shareholder		Joint Shareholder	
		Name and CNIC No.	Shareholding Proportion (No. of Shares)	Name and CNIC No.	Shareholding Proportion (No. of Shares)

The required information must reach our Shares Registrar by the close of business (5:00 p.m.) on March 18, 2016; otherwise it will be assumed that the shares are equally held by Principal shareholder and Joint Holder(s).

Shareholders claiming tax exemption under clause 47(B) of Part IV of the Second Schedule of Income Tax Ordinance, 2001 are requested to provide valid exemption certificate under section 159 (1) of the Income Tax Ordinance, 2001 latest by March 15, 2016 to our Shares Registrar as required vide FBR clarification letter No. 1(43)DG (WHT)/2009-Vol.II-66417-R dated May 12, 2015.

- As per directives to the listed companies by Securities and Exchange Commission of Pakistan (SECP), the Dividend Warrants should bear CNIC number of the registered member(s), except in the case of minor (s) and corporate member(s). Accordingly, all these shareholders holding shares in physical form who have not yet recorded their CNIC No. contact our Shares Registrar, THK Associates (Pvt.) Ltd., Second Floor, State Life Building-3, Dr. Ziauddin Ahmed Road, Karachi. Phone No. 111-000-322, along with copy of valid CNIC. The shareholders who are maintaining their accounts with Participants/Brokers also update their record and provide valid CNIC to the respective Participants/Brokers.

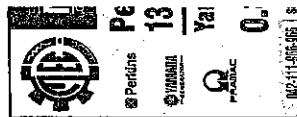
The corporate members having CDC accounts are required to have their National Tax Number (NTN) updated with their respective participants, whereas corporate entities having physical shares should send a copy of their NTN certificate to Company's Share Registrar.

- In order to make the process of payment of cash dividend more efficient, SECP vide its Circular No. W4) Sd/CDC/2008 dated April 05, 2013 has issued instructions so that the shareholders can get their dividend credited in their respective bank accounts electronically without any delay.

Accordingly, shareholders holding shares in physical form are requested to send their bank account details to our shares registrar THK Associates (Pvt.) Ltd., Second Floor, State Life Building-3, Dr. Ziauddin Ahmed Road, Karachi. The shareholders who are maintaining their accounts with Participants/Brokers are advised to provide their mandates to the concerned Participants/Brokers.

- Annual Accounts of the Bank for the financial year ended December 31, 2015 have been provided on the Company's website-www.meezank.com

- Members are hereby informed that pursuant to SECP's S.R.O. 787(I)/2014 dated September 8, 2014, the Bank has made available on its website, a request form, through which members may use to communicate their email address alongwith copy of CNIC and consent for electronic transmission of Audited Financial Statements and Notice. Shareholders who want to avail this facility are requested to submit duly filled request form along with copy of CNIC to our Shares Registrar, THK Associates (Pvt.) Ltd., Second Floor, State Life Building-3, Dr. Ziauddin Ahmed Road, Karachi.



BUSINESS RECORDER

Simultaneously published from Karachi, Lahore & Islamabad

Founded by M.A. Zuberi

<http://www.brecorder.com>

Karachi, Tuesday 8 March 2016,



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ORDINARY BUSINESS

1. To confirm the minutes of the Extraordinary General Meeting held on November 17, 2015.
2. To receive, consider and adopt the Annual Audited Accounts of the Bank for the year ended December 31, 2015 together with the Auditors' and Directors' Reports thereon.
3. To appoint auditors of the Bank for the year ending December 31, 2016 and to fix their remuneration. The present auditors, A. F. Ferguson & Co., Chartered Accountants, retire and being eligible, offer themselves for reappointment.
4. To consider and, if thought fit, approve as recommended by the Board of Directors, final cash dividend @ Rupees 1.25 per share i.e. 12.5% be and is hereby approved resulting in total cash dividend @ Rupees 3 per share i.e. 30% as Rupees 1.75 per share i.e. 17.5% interim dividend was paid during the year.

SPECIAL BUSINESS

5. To approve the remuneration paid/payable to the Non-Executive Directors of the Bank for the year ended December 31, 2015 for attending Board Meetings and Meetings of the Committees formed by the Board, for the year ended December 31, 2015 and to pass the following resolution as an Ordinary Resolution:

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

A Statement under section 160 (1) (b) of the Companies Ordinance, 1984 pertaining to special business is enclosed.

By Order of the Board

Tasnimul Haq Farooqui
Company Secretary

Karachi
March 08, 2016

Notes:

- i) The Members' Register will remain closed from March 21, 2016 to March 29, 2016 (both days inclusive) to determine the names of members entitled to receive the 12.5% cash dividend and attend and vote in the meeting.
- ii) A member eligible to attend and vote at this meeting may appoint any person as proxy to attend and vote in the meeting. Proxies in order to be effective must be received at the Registered Office not less than forty eight (48) hours before the holding of the meeting.
- iii) An individual beneficial owner of the Central Depository Company, entitled to vote at this meeting must bring his/her Computerized National Identity Card along with the participant ID numbers and sub account numbers with him/her to prove his/her identity, and in case of proxy must enclose an attested copy of his/her Computerized National Identity Card. Representatives of corporate members should bring the usual documents required for such purpose.

For Information of the Members:

- iv) The Government of Pakistan has made certain amendments in Section 150 of the Income Tax Ordinance, 2001 whereby different rate are prescribed for deduction of withholding tax on the amount of dividend paid by the companies/banks. These rates are as per law.

To enable the Bank to make tax deduction on the amount of Cash Dividend, all the members whose names are not entered into Active Tax-Payers List (ATL), despite the fact that they are filers are advised to make sure that their names are entered into ATL, before the date of book closure for cash dividend, otherwise tax on their cash dividend will be deducted as non-filer.

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- vi) In order to make the process of payment of cash dividend more efficient, SECP vide its Circular No. 8(4) SM/CDC 2008 dated April 05, 2013 has issued instructions so that the shareholders can get their dividend credited in their respective bank accounts electronically without any delay.



Accordingly, shareholders holding shares in physical form are requested to send their bank account details to our shares registrar THK Associates (Pvt.) Ltd., Second Floor, State Life Building-3, Dr. Ziauddin Ahmed Road, Karachi. The shareholders who are maintaining their accounts with Participants/Brokers are advised to provide their mandate to the concerned Participants/Brokers.

vii) Annual Accounts of the Bank for the financial year ended December 31, 2015 have been provided on the Company's website-www.meezanbank.com

viii) Members are hereby informed that pursuant to SECP's S.R.O. 787(I)/2014 dated September 8, 2014, the Bank has made available on its website, a request form, through which members may use to communicate their email address along with copy of CNIC and consent for electronic transmission of Audited Financial Statements and Notice. Shareholders who want to avail this facility are requested to submit duly filled request form along with copy of CNIC to our Shares Registrar, THK Associates (Pvt.) Ltd., Second Floor, State Life Building-3, Dr. Ziauddin Ahmed Road, Karachi.

STATEMENT UNDER SECTION 160 (1) (b) OF THE COMPANIES ORDINANCE, 1984

This statement sets out the material facts concerning the resolution contained in item (5), of the Notice pertaining to the special business to be transacted at the Annual General Meeting of the Bank to be held on March 29, 2016.

1) Directors' Remuneration

The remuneration paid/payable to the non-executive directors was approved by the Board of Directors in terms of Article 52 of the Articles of Association of the Bank. The remuneration requires approval (which is permissible on post facto basis) of the shareholders in Annual General Meeting in terms of requirements of the Prudential Regulations for Corporate/Commercial Banking issued by the State Bank of Pakistan.

The non-executive directors are interested in the payment of remuneration and the remaining members of the Board have no interest in the matter.

The Company Secretary
Meezan Bank Limited
Meezan House C-25,
Estate Avenue S.I.T.E.,
Karachi.

I/We _____ of _____ being a member(s) of Meezan Bank Limited and holder of _____ ordinary shares as per Share Register Folio No. _____ and/or CDC Investor Account No. / CDC Participant I.D No. _____ and Sub Account No. _____ do hereby appoint _____ of _____ or failing him/her _____ of _____ as my/our proxy to vote and act for me/us on my/our behalf at the 20th Annual General Meeting of Meezan Bank Ltd. to be held on Tuesday, March 29, 2016 at Meezan House C-25, Estate Avenue S.I.T.E., Karachi, and at any adjournment thereof.

Signed this _____ day of _____ 2016.

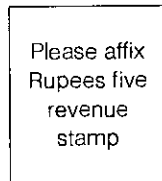
Witness:

Signature: _____

Name: _____

Address: _____

CNIC or Passport No. _____



Signature of Member(s)

NOTES:

1. Proxies in order to be effective, must be received by the company not less than 48 hours before the meeting.
2. CDC Shareholders and their Proxies are each requested to attach an attested photocopy of their Computerized National Identity Card (CNIC) or Passport with this proxy form before submission to the company.

Please affix
correct
postage

The Company Secretary
Meezan Bank Limited
Meezan House, C-25,
Estate Avenue, SITE,
Karachi, Pakistan.