



Meezan Bank
The Premier Islamic Bank

March 06, 2017

CS/PSX-12/023/2017

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

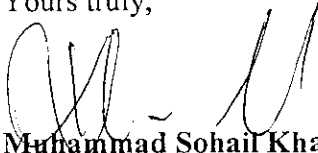
Dear Sir,

NOTICE OF ANNUAL GENERAL MEETING

We enclose copies of the Notice of 21st **Annual General Meeting** to be held on **Tuesday, March 28, 2017 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,



Muhammad Sohail Khan
Company Secretary

Encls.

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

re transmission of Annual Audited Accounts through CD/VO/USB instead of transmitting the said accounts in hard copies in PCP SRD 470 dated May 31, 2016.

business with permission of the Chair.

to attend and vote at the Meeting.

attend and vote is entitled to appoint a proxy under his / her own hand or through his / her duly authorized attorney to attend and / herself and the proxy must be a member of Allied Bank Limited.

power of attorney or other authority (if any) under which it is signed, or a notarized certified copy of that power of attorney to be effective must be reached / deposited at the Registered Office of Allied Bank Limited not less than 48 hours before the Meeting.

Allied Bank Limited will remain closed from March 22, 2017 to March 28, 2017 (both days inclusive). Share transfer requests Equity Trade (Pvt.) Limited, Dagma House, 241-C, Block-2, PECHS, Karachi, Share Registrar of the Bank before the close of 2017 will be treated as being in time for the purpose of entitlement of cash dividend to the transferees.

to immediately notify the changes in their registered addresses, if any, to the Bank's Shares Registrar M/s. Technology Trade Book Closure so that entitlement, if any, be dispatched at the correct address.

will have to follow the under mentioned guidelines as laid down by the Securities and Exchange Commission of Pakistan.

Meeting:

The Account Holder or Sub-account Holder and / or the person whose securities are in group account and their registration details as per Regulations, shall authenticate his / her identity by showing his / her original valid Computerized National Identity Card (CNIC) at the time of the Meeting.

Authenticity, the Board of Directors' resolution / power of attorney with specimen signature of the nominee shall be produced (if it has not been produced) at the time of the Meeting.

Proxies:

The CDC Account Holder or Sub-account Holder and / or the person whose securities are in CDC group account and their securities uploaded as per the Regulations, shall submit the proxy form as per the above requirement.

The proxy must be witnessed by two persons whose names, addresses and valid CNIC numbers shall be mentioned on the form.

The proxy form and the original valid CNIC or original Passport of the beneficial owners and the proxy shall be furnished with the proxy form, together with the original valid CNIC or original Passport at the time of the Meeting.

Authenticity, the Board of Directors' resolution / power of attorney with specimen signature shall be submitted (if it has not been submitted) proxy form at the Company.

HOLDERS

Income Tax from Dividends: Pursuant to Finance Act, 2015 the rates of Income tax deduction from dividend payment under section 150 of the Income Tax Ordinance, 2001 are as under:

- 12.50% for tax returns: 12.50%
- 20.00% for tax returns: 20.00%

The Registrar will check (Filer or Non-Filer) status of the members from the Active Tax Payers list (ATL) on the basis of valid CNIC details as per provisions of the law, therefore, all shareholders are requested to make sure that copy of their valid CNIC / NTN is submitted to the Shares Registrar as in case of non-availability of CNIC / NTN, the Share Registrar could not check their status and would be considered as non-filers i.e. 20%.

For more status from the Active Tax Payers list available an FBR website through the following link: <http://www.fbr.gov.pk/ActiveTaxpayersList.aspx>

Joint Tax on Joint Shareholders: Federal Board of Revenue, withholding tax in case of joint shareholders will be determined separately on "Filer / Non-filer" status as well as joint-holders based on their shareholding proportion in case of joint accounts. Therefore, all shareholders who hold shares in joint shareholding preparation of Principal shareholder and Joint-holder(s) in respect of shares held by them to our Shares Registrar.

Withholding Tax on Joint Shareholders:

Federal Board of Revenue, withholding tax in case of joint shareholders will be determined separately on "Filer / Non-filer" status as well as joint-holders based on their shareholding proportion in case of joint accounts. Therefore, all shareholders who hold shares in joint shareholding preparation of Principal shareholder and Joint-holder(s) in respect of shares held by them to our Shares Registrar.

Scrip No.	Total Shares	Principal Shareholder		Joint Shareholder(s)	
		Name and *CNIC #	Shareholding Proportion	Name and *CNIC #	Shareholding Proportion

Shareholders must be provided to our Shares Registrar otherwise it will be assumed that the shares are equally held by the Principal shareholder(s) and tax deduction will be made accordingly.

Information, the investor may contact the Bank's Share Registrar at the following address / phone numbers:

Equity Trade (Pvt.) Limited, Allied Bank Limited, 241-C, Block-2, PECHS, Karachi, 7550-51, Fax: 021-34391316

Joint Tax Exemption Certificate for Claim of Exemption under Section 159 of the Income Tax Ordinance, 2001:

In the wake of recent judgments of respective courts of law, the exemption certificate under section 159 of the Income Tax Ordinance, 2001 is hereby amended. Accordingly, the Bank may not be awarding exemption on the basis of Clause 47B of Part IV of Second Schedule of the Income Tax Ordinance, 2001. However, if any entity has filed a petition against the FBR, in any relevant court, a certified true copy of the Stay Order with all latest court proceedings (if any) would be required in lieu of valid tax exemption certificate, for non-deduction of withholding tax on dividend payments. In case of valid tax exemption certificate / stay order, deduction of tax under relevant sections shall be made accordingly.

(Mandatory) - Withholding of Dividend Warrants:

SECP discloses the dividend warrants of the shareholders whose CNICs are not available with the Share Registrar are being withheld. Shareholders having physical shareholding are, therefore, once again advised to submit a photocopy of their valid CNICs, if they do not have their CNICs with the Share Registrar at the above mentioned address. In case CNIC number is not mentioned on the Dividend Warrants issued earlier, the Share Registrar is not available with the Shares Registrar. While sending the copy of NTN / CNIC / NICDP, shareholders are requested to provide their Folio / CDC Account Numbers for identification purpose.

Dividend Electronically (Bank Mandate / e-Dividend):

Shareholders are entitled to receive their cash dividend directly in their bank accounts instead of receiving the same physically. Shareholders and those who wish to avail this option may submit their requests to the Bank's Share Registrar. The shareholders having CDC account may also avail this option. The Bank is also making arrangements in phased manner for online credit of Dividend amount (e-dividend) to the shareholders.

Issuance of Financial Statements and Notices:

The Commission of Pakistan through SRD 787 (I/2014) dated 8th September 2014 allowed the companies to circulate their Annual Financial Statements along with company's notice of Annual General Meeting to its members through e-mail. Those shareholders who desire to receive their Annual Report through e-mail are requested to fill the requisite form posted on ABL website, the direct link for downloading the said form is <http://www.abl.com.pk/Forms/AGM/RequestLetter.pdf>. In case any member who has provided consent to receive audited financial statements through e-mail subsequently requests for hard copy of audited financial statements, the same shall be provided free of cost within 7 working days.

Shares into CDC Account:

Shareholders may open CDC sub-account with any of the brokers or Investor Account directly with CDC to place their orders. This will facilitate them in many ways including safe custody and sale of shares, any time they want, as the trading of shares is as per existing regulations of the Pakistan Stock Exchange.

Folios into one Folio:

Shareholders are maintaining more than one folio under the same participations. Carrying two different folios may be hassle for the shareholders and receive different benefits in shape of dividends/bonus. In order to provide better services and convenience, each shareholder's requests to the Bank's Shares Registrar to merge their folios into one folio.

3 Conference Facility:

Resolution No. 11 of 2014 dated May 22, 2014, if any company receives consent from members holding aggregate 10% or more shareholding to participate in the meeting through video conference at least 10 days prior to the date of general meeting, the Bank will provide facility in that city subject to availability of such facility in that city. To avail this facility, please provide following information and details to the Registrar:

Name of the shareholder being a member of Allied Bank Limited, holder of Folio No. _____, hereby opt for video conference facility at _____ (Please specify name of the city).

Share Registrar Folio/CDC Investor/Participant Account No. _____

government. I will not listen to their calls to prosecute my troops," the president said in remarks distributed by his office Sunday.

The UN on Friday criticised Sri Lanka's "worryingly slow" progress in addressing its wartime past, urging the government to adopt laws allowing for special hybrid courts to try war criminals.

In his first remarks since the UN Human Rights Council in Geneva handed down a new scorecard on Sri Lanka, Sirisena rebuffed calls for international judges to probe abuses committed during the island's 37-year civil war.

Sri Lanka has resisted calls to establish a special court to investigate allegations that government forces killed up to 40,000 Tamil civilians in the final months of fighting, which ended in May 2009.

Sirisena, a member of the majority Sinhalese community, received the support of the Tamil minority after promising accountability for excesses carried out by the largely Sinhalese military.—AFP

US cooperation needed as asylum seekers flow into Canada: minister

OTTAWA: As greater numbers of refugees flow from the United States into Canada by land, US-pledged cooperation has become essential, Canada's public safety minister said Saturday.

With US President Donald Trump beginning to tighten enforcement of immigration rules, and more than 11 million undocumented migrants living in the United States, crossings into Canada have been increasing since the beginning of the year.

"We need to have a very good cooperative, seamless arrangement with the US to fully appreciate where the flow began, and all of the factors that are contributing to the migration," said Public Safety Minister Ralph Goodale during a visit to Emerson, Manitoba.

The recent wave of migrants to Canada originated mostly from East Africa and war-torn nations such as Syria.

"We need to make sure that we all have the same data and information about the makeup of this migration. It is clearly affecting Canada as the migrants come across the border," Goodale said.

"The Americans have indicated that they are equally interested in fully getting the facts and understanding the genesis of this and we will work collaboratively and seamlessly with them," he added.

But he did not say what that cooperation would look like, or when it would happen.—AFP

Powerful aftershock hits Philippine city

MANILA: One person was killed and 41 injured on Sunday when a powerful aftershock hit a southern Philippine city still recovering from a quake last month, authorities said.

The 5.9-magnitude quake struck the southern city of Surigao and surrounding areas, causing two houses and several walls to collapse, government seismologists and civil defence officials said.

A 65-year-old woman died of a heart attack while 41 people were treated for injuries mostly caused by falling objects, civil defence officials said.

The quake also knocked out power for several hours in the city of 182,000 people.

Notice of 21st Annual General Meeting

Notice is hereby given that the 21st Annual General Meeting of the Members of Meezan Bank Limited will be held Insha-Allah on Tuesday, March 28, 2017 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 October 31, 2016.
- To receive, consider and adopt the Annual Audited Accounts of the Bank, Audited Consolidated Accounts for the year ended December 31, 2016 together with the Auditors' and Directors' Reports thereon.
- To appoint auditors of the bank for the year ending December 31, 2017 and to fix their remuneration. M/s. EY Ford Rhodes, Chartered Accountants has consented to act as auditors. The retiring auditors M/s A.F. Ferguson & Co., Chartered Accountants have completed the period of five (5) years in accordance with the Clause (xxvii)(a) of the Code of Corporate Governance and therefore, are not eligible for re-appointment.
- 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 Chairman, Vice-Chairman and Non-Executive Directors of the Bank for the year ended December 31, 2016 for attending Board Meetings and Meetings of the Committees formed by the Board and approve the revised scale of remuneration payable to Chairman, Vice Chairman and Non-Executive Director for attending each Meeting of the Board and for attending each Meetings of the Committees.
- *Resolved that the remuneration paid/payable to the Chairman, Vice-Chairman and Non-Executive Directors of the Bank for the year ended December 31, 2016 for attending Board Meetings and Meetings of the Committees formed by the Board, as disclosed in note 37 of the Audited Financial Statements of the Bank and revised scale of meeting fee payable to Chairman, Vice Chairman and Non-Executive Directors as shown in Statement Under Section 160 (1)(b) of the Companies Ordinance, 1984, be and is hereby approved.*
- To transact any other business with the permission of the chair

By Order of the Board
Muhammad Sohail Khan
Company Secretary

Karachi
March 06, 2017

Notice:

- The statement under section 160(1)(b) of the Companies Ordinance, 1984 setting forth all material facts concerning the special business to be transacted at the Annual General Meeting is being sent to the Members along with the notice.
- The Members' Register will remain closed from March 20, 2017 to March 28, 2017 (both days inclusive) to determine the names of members entitled to receive the 12.5 % cash dividend and attend and vote at 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 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.

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/CDCs	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 pm) on March 16, 2017; 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 16, 2017 to our Shares Registrar as required vide PRR clarification letter No. 1(43)DC (WHT)/2008-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 those shareholders holding shares in physical form who have not yet received their CNIC No. contact our Shares Registrar, THK Associates (Pvt.) Ltd., 1st Floor, 40-C, Block-6, P.E.C.H.S. KARACHI-75400. Phone No. 111-0083-322, alongwith 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. 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., 1st Floor, 40-C, Block-6, P.E.C.H.S. KARACHI-75400. The shareholders who are maintaining their accounts with Participants/Brokers are advised to provide their mandate to the concerned Participants/Brokers.

- Annual Accounts of the Bank for the financial year ended December 31, 2016 have been provided on the Company's website-www.meezanbank.com

- Members are hereby informed that pursuant to SECP's S.R.O. 787(I)/2014 dated September 6, 2014 and SRO 470(1) of 2016 dated May 31, 2016, the Bank has made available an its website, a request form, through which members may use to communicate their email

Notice of 21st Annual General Meeting

Notice is hereby given that the 21st Annual General Meeting of the Members of Meezan Bank Limited will be held Insha-Allah on Tuesday, March 28, 2017 at 9:00 a.m. at Meezan House C-25, Estate Avenue, SITE, Karachi to transact the following business:

ORDINARY BUSINESS

1. To confirm the minutes of the Extraordinary General Meeting held on October 31, 2016.
2. To receive, consider and adopt the Annual Audited Accounts of the Bank, Audited Consolidated Accounts for the year ended December 31, 2016 together with the Auditors' and Directors' Reports thereon.
3. To appoint auditors of the bank for the year ending December 31, 2017 and to fix their remuneration. M/s. EY Ford Rhodes, Chartered Accountants has consented to act as auditors. The retiring auditors M/s A.F. Ferguson & Co., Chartered Accountants have completed the period of five (5) years in accordance with the Clause (xxxvii)(a) of the Code of Corporate Governance and therefore, are not eligible for re-appointment.
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

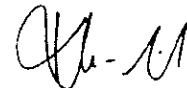
5. To approve the remuneration paid/payable to the Chairman, Vice-Chairman and Non-Executive Directors of the Bank for the year ended December 31, 2016 for attending Board Meetings and Meetings of the Committees formed by the Board and approve the revised scale of remuneration payable to Chairman, Vice Chairman and Non- Executive Director for attending each Meeting of the Board and for attending each Meetings of the Committees.

“Resolved that the remuneration paid/payable to the Chairman, Vice-Chairman and Non-Executive Directors of the Bank for the year ended December 31, 2016 for attending Board Meetings and Meetings of the Committees formed by the Board, as disclosed in note 37 of the Audited Financial Statements of the Bank and revised scale of meeting fee payable to Chairman, Vice Chairman and Non-Executive Directors as shown in Statement Under Section 160 (1)(b) of the Companies Ordinance, 1984, be and is hereby approved.”

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



Muhammad Sohail Khan
Company Secretary

Karachi
March 06, 2017

Notes:

- i) The Members' Register will remain closed from March 20, 2017 to March 28, 2017 (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.

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 pm) on March 16, 2017; 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 16, 2017 to our Shares Registrar as required vide FBR clarification letter No. 1(43)DG (WHT)/2008-Vol.II-66417-R dated May 12, 2015.

- v) 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 those shareholders holding shares in physical form who have not yet recorded their CNIC No. contact our Shares Registrar, THK Associates (Pvt.) Ltd., 1st Floor, 40-C, Block-6, P.E.C.H.S, KARACHI-75400. Phone No. 111-000-322, alongwith 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.

- 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., 1st Floor, 40-C, Block-6, P.E.C.H.S, KARACHI-75400. 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, 2016 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 and SRO 470 (I) of 2016 dated May 31, 2016, 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., 1st Floor, 40-C, Block-6, P.E.C.H.S, KARACHI-75400.

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 28, 2017.

1) Scale of Directors' Remuneration

Pursuant to Prudential Regulation G-1 (C) the shareholders are requested to approve revised scale of meeting fee payable w.e.f April 26, 2016 & August 23, 2016 as per details hereunder:

Particulars	Old Scale of Meeting Fee in USD	Revised Scale of Meeting Fee in USD
Fee to each Non-Executive Director for attending each Board Meeting.	5,250	7,000
Fee to each Non-Executive Director for attending each Committee Meeting.	1,000	2,000
Fee to Vice Chairman for attending each Board Meeting.	12,500	12,500
Fee to Chairman for attending each Board Meeting.	15,000	18,000