



NOTICE FOR THE FIFTEENTH ANNUAL GENERAL MEETING

Notice is hereby given that the Fifteenth Annual General Meeting of Apna Microfinance Bank Limited is scheduled to be held on Friday, April 27, 2018 at 14:30 at Hilltop Hotel, Dr. Mahmood Hussain Road, Adj. Ferozabad Police Station, Karachi to transact the following business:

AGENDA

1. To read and confirm the minutes of the Annual General Meeting held on April 29, 2017.
2. To receive, consider and adopt the Annual Audited Financial Statements for the year ended December 31, 2017 together with Directors' and Auditors' Reports thereon.
3. To review, consider and re-appointment of M/S Ilyas Saeed & Co. Chartered Accountants as auditors of the bank for the year ending December 31, 2018 as proposed by the Board of Directors and to fix their remuneration.
4. SPECIAL RESOLUTION

Under Companies Act-2017 for increase in authorized capital, a special resolution have to be passed to increase its authorized capital and subsequently file forms 26 and 7 with the relevant company registration office (CRO).

Concluding the matter, to approve the Special Resolution from the members:

- (1) to enhance the Authorized Capital of the Bank from 2.5 billion to 5 billion, The Form 26 will be filed after AGM as information of Special Resolutions and further Form 7 will be filled on line with a fee of Rs. 1,000,000/-to SECP for enhancing the Authorized Capital.
- (2) To amend the Memorandum of Association clause 3(v) as under:

“The authorized share capital of the Company is Rs. 5,000,000,000 (Rupees five Billion only) divided in 500,000,000 (five hundred million shares only) 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 Act-2017.”

Replacing

“The authorized share capital of the Company is Rs. 2,500,000,000 (Rupees two billion five hundred million only) divided in 250,000,000 (Two hundred and fifty Million shares only) 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 Act.”

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

March 20, 2018
Karachi

By Order of the Board

Rafat Abbas
Company Secretary



Statement under section 134(3) of the Companies Act-2017. This statement set out the material facts covering the special Business to be transacted at Annual General Meeting of the Company

1- Special Resolution “Enhancement of the Authorized Capital of the Bank from 2.5 billion to 5 billion”

The last Right Shares of Rs. 300 million (30 million shares at par of Rs. 10/-) was completed on September 22, 2017, which has enhance the paid-up capital to Rs. 2.5 billion and the Authorized Capital of Rs. 2.5 billion have been fully utilized and shares issued, The Paid-up Capital have become equal to the Authorized Capital. Therefore members are recommended to approve the enhancement of the Authorized Capital of the Bank from 2.5 billion to 5 billion so that the paid-up capital of the bank could be increased and meet the MCR and CAR requirement of the Bank.

2- 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 and the paid-up Capital of the bank is Rs 2.5 (b) divided into 250 million shares of Rs. 10/- each too.

The Member as resolved to enhance the Authorized Capital of the bank from 2.5 (b) to Rs. 5.0 (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 March 20, 2018 approve the resolution for the same as under.

- To amend the Memorandum of Association clause 3(v) as under:

“The authorized share capital of the Company is Rs. 5,000,000,000 (Rupees five Billion only) divided in 500,000,000 (five hundred million shares only) 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 Act-2017.”

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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 April 20, 2018 to April 27, 2018 (both days inclusive). The share transfer office is situated at F.D. Registrar Services (SMC-Pvt) Ltd, Office no. 1705, 17th floor, Saima Trade Tower-A, I.I. Chundrigar Road, Karachi. (Phone No. 021-32271905, 32271906- Fax 021-32621233- fdregistrar@yahoo.com- www.fdregistrar.com). Transfer received at the registered office at the close of business on April 19, 2018 will be treated in time.

For Apna Microfinance Bank Ltd.
Rafat Abbas
Company Secretary