

Micro Finance  
**apna bank**  
Limited**NOTICE FOR THE EXTRA ORDINARY GENERAL MEETING**

Notice is hereby given that the Extra-Ordinary General Meeting of Apna Microfinance Bank Limited is scheduled to be held on Wednesday, the June 18, 2025 at 11:30 a.m. at Registered Office, K-4/3 & 4/4, Ch. Khaliq-uz-Zaman Road, Gizri, Karachi to transact the following business:

**ORDINARY BUSINESS**

- To confirm the minutes of the 22nd Annual General Meeting of the Company held on March 28, 2025.
- To elect seven (07) directors of the Company as fixed by the Board, in accordance with Section 159(1) of the Companies Act, 2017 for a term of three years commencing from Wednesday, June 18, 2025. The names of the retiring directors are as follows;
  - Mr. Muhammad Akram Shahid
  - Mr. Imad Mohammad Tahir
  - Mr. Shahid Hassan
  - Mr. Muhammad Saleem Shaikh
  - Mr. Mohammad Asghar
  - Mr. Abdul Aziz Khan
  - Mr. Jamil Ahmed Khan
  - Ms. Sultana Naheed
- To transact any other business with the permission of the Chair.

Karachi  
May 27, 2025

By Order of the Board  
**Noshad Ahmed**  
(Company Secretary)

**NOTES:**

- Closure of share transfer books**  
The register of members will remain closed from June 12, 2025 to June 18, 2025 (both days inclusive). Shareholders whose names appear in the Register of Members on June 11, 2025 will be entitled to attend the Extraordinary General Meeting. Transfers received in order at the office of our Share Registrars, M/s. F.D. Registrar Services (Pvt.) Limited, Suit # 1705, 17th Floor, Saima Trade Center, I. I. Chundrigar Road, Karachi (Phone No. 021-32271905, 32271906- Fax 021-32621233-fdregistrar@yahoo.com - www.fcregistrar.com) by the close of business (5:00 pm) on June 11, 2025 will be treated in time for the purpose of attending the EOGM.
- Election of Directors**
  - Pursuant to Section 159(1) of the Companies Act, 2017, the Board of Directors has fixed the number of Directors as seven (07), to be elected in the EOGM of the Company for a period of three (03) years.
  - Every candidate for the election must be a member of the company except for the person representing a member who is a non-natural person.
  - Any person who seeks to contest the election for the office of director shall, whether he is a retiring director or otherwise, may file a notice of intention with the Company at its registered office, no later than fourteen (14) days before the date of meeting.
  - The following documents are required to be submitted by the Candidate to contest the election of directors.
    - Notice of his/her intention to offer himself /herself for election of directors in terms of Section 159(3) of the Companies Act, 2017. The candidate should also confirm that:
      - He/she is not ineligible to become a director of the Company under any applicable laws and regulations.
      - Consent to act as director on appendix to Form 9 in the Companies Regulation 2024, under Section 167 of the Companies Act, 2017.
      - A detailed profile along with office address, email and cell phone number for placement onto the Company's website as required SECP's SRO 1196 (1) 2019 dated October 03, 2019.
      - Details of office & directorship held in other companies.
      - An attested copy of Computerized National Identity Card (CNIC) / Passport and National Tax Number.
      - A declaration on stamp paper that:
        - He/she is not ineligible to become a director of the Company under Section 153 of the Act, nay applicable laws and regulations.
        - He/she is not serving as a director of more than seven listed companies simultaneously including as an alternate director.
        - He/she is not defaulter in repayment of loan to financial institutions.
        - He/she is well aware of his/her duties and powers under the applicable laws, Memorandum & Articles of Association of the Company and listing regulations of Stock Exchange.
        - As per Section 153(i) of the Act, a director is required to be a member of the Company. The candidate is required to advise his/her Folio/CDC sub account and Participant ID number.
- Candidate's Awareness with Laws & Regulations**  
The candidates are requested to read the relevant provisions/requirements relating to the Election of Directors, as stipulated in the Companies Act 2017, and the Listed Companies (Code of Corporate Governance) Regulations 2019, the other applicable laws and regulations and ensure the compliance with the same in letter and spirit.
- Independent Director (s)**  
Pursuant to the requirements of the section 166(3) of the Companies Act, 2017, independent directors will be elected through the process of election of directors in terms of section 159 of the Companies Act, 2017 and they shall meet the criteria laid down under section 166(2) of the Act. The candidates intending to serve as Independent Director (s) will be elected through the process of election of directors in terms of Section 159 of the Companies Act, 2017 and they shall meet the criteria laid down in Section 166 of the Companies Act 2017. The Candidates intending to serve on the board as of directors as an independent director shall file with the company declaration on stamp paper under Regulation 6(3) of the Listed Companies (Code of Corporate Governance) Regulations 2019 that he/she qualifies criteria of independence notified under Section 166 of the Companies Act 2017 and The Companies (Manner and Selection of Independent Directors) Regulations 2018.
- For Appointing Proxies**  
A member eligible to attend and vote at this meeting is entitled to appoint another member as his/her proxy to attend and vote instead of his/her and shall produce his/her original Computerized National Identity Card (CNIC) or passport at the time of meeting. Proxies in order to be effective must be received at the registered office of the company not later than forty-eight (48) hours before the time of holding the meeting.
- More than One Proxy**  
If a member appoints more than one proxy and more than one instruments of proxy are deposited by a member with the company, all such instruments of proxy shall be rendered invalid.
- Representation of Corporate Shareholders**  
The corporate shareholders shall nominate someone to represent them at the EOGM. The nominations, in order to be effective must be received by the company not later than forty-eight (48) hours before time of holding the meeting. Representatives of the corporate members should bring the, Board Resolution / Power of Attorney with specimen signatures (unless it had been provided earlier) along with the proxy from the company.
- CNIC and NTN Certificates (s)**  
All shareholders of the company who holds shares in scrip-less from CDC are requested to submit/send valid copies of CNIC and NTN Certificate(s) directly to their CDC participants (brokers) / CDC Investor Account Services. Physical shareholders who had not yet submitted the valid copies of CNIC and NTN Certificate(s) are requested to send the copies of the same to the company's Shares Registrar.
- For Attending Meeting / Participation through video link**  
Considering the safety and well-being of the Shareholders. It has been decided to hold the EOGM electronically at the above given date and time. The members can send their comments/ suggestions related to the agenda items of the meeting through following means.

| Whats-App    | Email               |
|--------------|---------------------|
| 0317-8222038 | agm@apnabank.com.pk |

The members who are willing to attend and participate in the EOGM can do so through video-link via smart phones, computers, tablets etc. To attend the EOGM through video- link, members are requested to get their following particulars registered by sending an email or Whats-App at the number/ address given above, at least two working days before the date/ time of the EOGM i.e. latest by June 16, 2025 and download video-link from Zoom.

| Name of Shareholders | Folio/CDC Account No. | CNIC No. | Cell No. | Email |
|----------------------|-----------------------|----------|----------|-------|
|                      |                       |          |          |       |

Upon receipt of requests, the video-link login credentials will be shared with the interested shareholders on their email address or Whats-App message. Feedback/queries received from shareholders would be discussed in the meeting and be made a part of minutes.

The Company will follow the best practices and comply with the instructions of the Government and SECP to ensure protective measures are in place for well-being of its members.

- Changes in Address**  
All CDC Shareholders are requested to immediately notify change in address, if any, directly to their CDC Participants (brokers) / CDC Investor Account Services. Physical Shareholders are requested to immediately notify change in address, if any, to the Company's Shareholders registrar, at the following address:  
**M/s. F.D. Registrar Services (Pvt.) Limited,**  
Suit # 1705, 17th Floor, Saima Trade Center, I.I. Chundrigar Road, Karachi.
- Submission of CNIC (Mandatory)**  
With reference to the notification of Securities and Exchange Commission of Pakistan (SECP), SRO 779(I)/2011, dated August 18, 2011, the members/shareholders who have not yet submitted photocopy of their valid Computerized National Identity Card (CNIC) to the company are requested to send the same at the earliest directly to the Company's Share Registrar, M/s F.D. Registrar Services (Pvt.) Limited.
- E-Voting Facility**  
Pursuant to the Companies (Postal Ballot) Regulations, 2018 (Ballot-Regulations), for election of directors, where the number of contestants are more than the number of directors to be elected, members will be allowed to exercise their right of vote through postal ballot, that is voting by post or through electronic mode, in accordance with the requirements of the Companies (Postal Ballot) Regulations, 2018 and Section 143 of the Companies Act, 2017. E-voting may be arranged for the agenda item(s) subject to receipt of such demand from members holding an aggregate of not less than 10% of the total paid-up capital. Members are requested to notify the Company Secretary in writing at least 10 days before the date of AGM if they wish to demand e-voting.
- Prohibition of Distribution of Gift Statement under SRO 452(I)/2025 dated March 17, 2025**  
As directed in the SRO and pursuant to prohibition under Section 185 of the Companies Act, 2017, it is to affirm that no gifts will be distributed at the meeting.
- Conversion of Physical Shares into Book-Entry Form**  
In reference to Section 72(2) of the Act, all shareholders holding physical shares are requested to get converted their shares into book entry form at the earliest. This would facilitate shareholders in many ways including safe custody of shares, avoidance of formalities required for issuance of duplicate shares, etc. For the conversion of physical shares into book entry form, the shareholders may contact their Brokers, CDC Participants or CDC Investor Account Service.
- Statutory Code of Conduct at General Meetings:**  
Section 215 of the Act and Regulation 28 of the Companies (General Provisions and Forms) Regulations, 2018, state the Code of Conduct of Shareholders, as follows: Shareholders are not permitted to exert influence or approach the management directly for decisions which may lead to creation of hurdles in the smooth functioning of management. The law states that Shareholders shall not bring material that may cause threat to participants or premises where the general meeting is being held, confine themselves to the agenda items covered in the notice of the general meeting and shall not conduct themselves in a manner to disclose any political affiliation. Additionally, the Company is not permitted to distribute gifts in any form to its shareholders in its meetings as per Section 185 of the Act. Shareholders are further advised to a take note of meeting etiquettes as prescribed in the Guidelines for Professional Conduct in General Meetings (the "Guide") issued by SECP.
- Placement of EOGM Notice on the website**  
The notice of EOGM has been placed on Company's website: www.apnabank.com.pk

Statement of Material Facts under section 166(3) of the Companies Act in respect of Election of Directors.

The term of the office of present Directors of the Company will expire on June 17, 2025. In terms of Section 159 of the Companies Act 2017 ("Act"), the directors have vided the numbers of directors as seven (07) to be elected in the extraordinary general meeting for a period of three years.

An independent directors(s) will be elected through the process of election of directors in terms of section 159 of the Act and they shall meet the criteria laid down under section 166(2) of the Act and the Companies (Manner and Selection of Independent Directors) Regulations 2018, according to the following additional documents that are to be submitted by candidates intending to serve as independent director(s).

- Declaration by an independent director(s) under clause 6(3) of the Listed Companies Code of Corporate Governance Regulations 2019 that he/she qualifies criteria of independence notified under Section 166 of the Companies Act 2017, and
  - Undertaking on non-judicial stamp paper that he/she meet the requirement of sub regulations (1) of Regulation 4 of the Companies (Manner and Selection of Independent Directors) Regulations 2018.
- The present directors are interested to the extent that they are eligible for re-election as Directors of the Company.

- چینی کے موجودہ ڈائریکٹر مدت 17 جون، 2025 کو ختم ہو جائے گی۔ ایکٹ 2017 کے سیکشن 159 کے مطابق ڈائریکٹر کی تعداد سات مقرر کی ہے جن کو بین سال کی مدت کے لیے غیر معمولی اجلاس عام میں منتخب کیا جائے گا۔
- آزاد ڈائریکٹر کا انتخاب ایکٹ 2017 کے سیکشن 159 میں درج ڈائریکٹر کے انتخاب کے طریقہ کار کے مطابق کیا جائے گا۔ آزاد ڈائریکٹر کی حیثیت سے انتخاب میں حصہ لینے والے امیدواروں کو کمپنیز ایکٹ 2017 کے سیکشن 166(2) کے ساتھ ساتھ کمپنیز (میر اینڈ سٹیک ہولڈرز) ایکٹ 2018 میں بیان کردہ معیار پر پورا اترنا ہوگا۔ آزاد ڈائریکٹر کی حیثیت سے ڈائریکٹر کے انتخاب میں حصہ لینے کا ارادہ رکھنے والے امیدوار کو درج ذیل اضافی دستاویزات مزید جمع کرنا ہوں گی:
- (a) لسٹڈ کمپنیز (کوڈ آف کارپوریٹ گورننس) ریگولیشنز 2019 کے ضابطہ 6(3) کے تحت اقرار نامہ کہ وہ ایکٹ 2017 کے سیکشن 166 کے تحت آزادی کے معیار پر پورا اترتا ہے/ اترتی ہے۔
- (b) غیر عدالتی اسٹامپ پیپر پر حلف نامہ کہ کمپنیز (ضابطہ اور چٹاؤ) ایکٹ 2018 کے ضابطہ 4 کے ذیلی ضابطہ (1) کے تقاضوں پر اترتا/ اترتی ہے۔