

NOTICE OF THE NINETEENTH ANNUAL GENERAL MEETING OF THE MEMBERS OF BANK MAKRAMAH LIMITED

NOTICE is hereby given that the Nineteenth (19th) Annual General Meeting of the Members (the "Members") of Bank Makramah Limited (the "Bank") will be held on Thursday, March 27, 2025 at 12:00 P.M. at Serena Hotel, Islamabad to transact the following business.

AGENDA

Ordinary Business:

- To receive, consider and, if thought fit, adopt the Annual Audited Financial Statements (consolidated and unconsolidated), Statement of Compliance with the Listed Companies (Code of Corporate Governance) Regulations, 2019 of the Bank for the year ended 31st December, 2024 together with the Directors' Report and Auditors' Report thereon and Chairman's Review Report.
- To consider and, if thought fit, appoint External Auditors to hold office till the conclusion of the next AGM of the Bank and to fix their remuneration. It is notified that Board's Audit Committee and the Board of Directors have recommended the name of retiring auditors M/s. Yusuf Aali, Chartered Accountants, who being eligible, have offered themselves for reappointment.
- To elect seven (07) Directors as fixed by the Board of Directors of the Bank under Section 159(1) of the Companies Act, 2017 ("Act") in accordance with the provisions of the said Act for a period of three years to commence from 27th March 2025.

The following directors of the Bank shall retire on 27th March 2025 and shall be eligible for re-election:

- | | |
|--|----------------------------|
| I. Mr. Abdulla Nasser Abdulla Hussain Lootah | II. Mr. Waseem Mehdal Syed |
| III. Ms. Fauzia Hasnain | |
| IV. Mr. Wajahat Ahmed Baqal | V. Mr. Zafar Iqbal Siddiqi |
| VI. Mr. Jawad Majid Khan | |

Special Business:

- To consider and if thought fit, approve the meeting fee of directors for attending Board and Sub-Committee meetings and in that connection to pass the following resolutions, with or without modification, "RESOLVED THAT the revision of the Directors' Fee, for the Independent and Non-Executive Directors, to PKR 500,000 from the existing PKR 300,000/- for Board meetings and PKR 400,000 from the existing PKR 300,000/- for Board Committee meetings, be and is hereby approved, with effect from January 1, 2025."
- To transact any other business with the permission of the Chairman.

By order of the Board

Asad Rabbani
Company Secretary

Place: Karachi

Date: March 5, 2025

NOTES:

- The Share Transfer Books of the Bank shall remain closed from 20 March 2025 to 27 March 2025 (both days inclusive). Transfers received at M/s. THK Associates (Pvt.) Limited, Plot No. 32-C, Jami Commercial Street 2, D.H.A., Phase VII, Karachi-75500, Pakistan, the Registrar and Share Transfer Agent of the Bank, by the close of the business on 19 March 2025 will be treated in time for the purpose of the above entitlement.

- A member entitled to attend and vote at this AGM is entitled to appoint a person as a proxy to attend and vote for and on his/her behalf. A proxy need not be a member. The instrument appointing a proxy and the power of attorney/Board Resolution or other authority (if any) under which it is signed or a notarized certified copy of the power or authority shall be deposited at the office of M/s. THK Associates (Pvt.) Limited, Plot No. 32-C, Jami Commercial Street 2, D.H.A., Phase VII, Karachi-75500, the Registrar and Share Transfer Agent of the Bank, not later than forty-eight (48) hours before the time of holding the AGM, and must be duly stamped, signed and witnessed.

Postal Ballot / E-Voting for Election of Directors

As per provisions of Regulation No. 7A of the Listed Companies (Code of Corporate Governance) Regulation 2019, voting for the election of Directors of the Company shall be held separately for the following three categories:

S. No.	Category	S. No.	Category	S. No.	Category
1.	Independent Directors	2.	Female Director	3.	Other Directors

- Pursuant to Companies (Postal Ballot) Regulations, 2018 (as amended upto July 07, 2023) the members shall be able to vote through electronic voting facility and voting by post provided the number of persons who offer themselves to be elected is more than the number of directors fixed under sub-section (1) of section 159 of the Companies Act, 2017.

- In case the number of persons who have filed consent to contest election exceeds the number of directors to be elected in the AGM, the Bank will publish the Ballot Paper and information laid down in the relevant sub-regulation in one English and one Urdu newspapers (in which AGM notice is being published) providing the detailed information as laid down in Annexure-I to the said regulation and also upload the Ballot Paper on its website not later than seven (07) days before the holding of AGM.

- In case voting is to take place, the Bank shall immediately appoint an e-voting service provider and also appoint a scrutiner for the purpose of voting. The names of the e-voting service provider and the scrutiner will be sent to the members, placed on the website and also published in the newspapers.

- Any person who seeks to contest the election to the office of a Director, whether he/she is a retiring Director or otherwise, shall file the following with the Company Secretary of the Bank at Corporate Affairs Division, Bank Makramah Limited, 11th Floor, Plot G-2, Block-2, Scheme-5, Clifton, Karachi not later than fourteen (14) days before the date of the meeting:

- His/her intention to offer him/herself for the election of Directors in terms of Section 159 (3) of the Companies Act, 2017 along with duly signed consent on Appendix to Form-9 of the Companies Regulations, 2024 under Section 167 of the Companies Act 2017 and certify that he/she is not ineligible to become director of the Bank under any applicable laws, rules and regulations and circulars / directives.
- Declaration in respect of being compliant with the requirements of the Listed Companies (Code of Corporate Governance) Regulations, 2019 and the eligibility criteria as set out in the Companies Act, 2017 to act as the director of a listed company.
- Declaration by independent director(s) in terms of Regulation 6(3) of the Listed Companies (Code of Corporate Governance) Regulations, 2019, wherever applicable.
- Undertaking on non-judicial stamp paper that he/she meets the requirements of sub-regulation (1) of Regulation 4 of the Companies (Manner and Selection of Independent Directors) Regulations, 2018, wherever applicable.
- A detailed Profile of the candidate including his/her address which will be placed on Bank's website as per SECP's requirement.
- National Tax Number (NTN) and copy of CNIC/Passport.
- A questionnaire duly completed, recent photograph, copy of CNIC / Passport or Affidavits to, inter-alia, meet the requirement of State Bank of Pakistan's Corporate Governance Regulatory Framework (CGRF) and the Fit and Proper Test for Appointment of Directors, as contained in Annexures to CGRF.

- In terms of the criteria prescribed by the State Bank of Pakistan, association of the following person as director is undesirable and against public interest:

- A person who is/has been associated with any illegal activity, especially relating to banking business;
- A person who is in his individual capacity or a proprietary concern of any partnership firm or any private limited company or any unlisted public company or any listed public company (of which he has been a proprietor, partner, director or shareholder), has been in default of payment of dues owed to any financial institution and / or in default of payment of any taxes;
- Has not been associated as director and/or chief executive with the corporate bodies who have defaulted in payment of Government duties/taxes etc.; and
- Has not sufficient means to discharge his/her financial obligations, if any

- The CDC Account Holders and Sub-Account Holders, whose registration details are available in the Share Book Details Report, shall be required to produce their respective original Computerized National Identity Card (CNIC) or original Passport at the time of attending the Annual General Meeting to facilitate identification. Such Account Holders and Sub-Account Holders should also bring/know their respective participation ID No. and the CDC Account No. and in case of proxy, he/she must enclose an attested copy of his/her CNIC or Passport. Representative(s) of corporate member(s) should bring attested copy of Board Resolution / Power of Attorney and/ or all such documents that are required for such purpose under Circular No.1 dated 26 January 2000 issued by the Securities and Exchange Commission of Pakistan ("SECP").

- Members are requested to timely notify any change in their addresses and provide copies of their CNIC /NTN (if not provided earlier) to Bank's Registrar / Share Transfer Agent, M/s. THK Associates (Pvt.) Limited, Plot No. 32-C, Jami Commercial Street 2, D.H.A., Phase VII, Karachi-75500.

Participation of Members through Online Facility:

To facilitate and ensure the safety and health of the members, BML will also be providing the online platform/facility to participate in the AGM in the shape of webinar/webex/zoom.

The members will be able to login and participate in the AGM proceedings through their smartphones or computer devices after completing all the formalities required for the verification and identification of the members.

The login facility will be opened at 10:30 a.m. on 27 March, 2025 enabling the participants to join the proceedings which will start at 11:00 a.m. sharp.

The members interested in attending the AGM of BML through online facility are requested to get themselves registered with the Company Secretary at least 24 hours before the time of AGM at the following e-mail address: Email address: company.secretary@bankmakramah.com

S. No.	Name of the Member	CNIC No.	Folio No. CDC Account No.	Cell No.	Email address

The members are also encouraged to send their comments and suggestions, if any, related to the agenda items of the AGM, to the Company Secretary at the above mentioned email address.

2. Consent for Video Link Facility:

Members can attend and participate in the AGM through video-link. The Bank will provide the facility of video-link on demand of members residing in a city, collectively holding 10% or more shareholding in the Bank. Members who wish to avail this facility are requested to fill the below Video Link Form and submit it to the Company at its registered office at least seven (7) days prior to date of the AGM. The Bank will intimate members regarding venue of video-link facility at least five (5) days before the date of the AGM along with complete information necessary to enable them to access such facility.

3. Urgent Provision of Valid CNIC Copy (Mandatory):

In pursuance with the SECP's Notification No. SRO 831 (I)/2012 of July 05, 2012, SECP has directed all listed companies to mention CNIC numbers of the registered members. Corporate entities are requested to provide NTN's. Please note that in case of non-availability of valid copy of CNIC in respect of members having physical shareholding, their dividends could be withheld.

Members are requested to submit a copy of their valid CNIC/NTN/Passport Number within ten (10) days from the date of this Notice to the Bank's Registrar and Share Transfer Agent. In case you have already provided copy of your valid CNIC, please ignore this instruction.

Members are also requested to timely notify any change in their addresses and provide copies of their CNIC /NTN (if not provided earlier) to Bank's Registrar / Share Transfer Agent, M/s. THK Associates (Pvt.) Limited, Plot No. 32-C, Jami Commercial Street 2, D.H.A., Phase VII, Karachi-75500

4. Conversion of Physical Shares into Book Entry Form:

In accordance with sub-section (2) of Section 72 of the Companies Act, 2017, Companies are required to "replace its physical shares with book entry form" in the manner specified by the Commission.

To enable compliance with the aforementioned requirement, members are requested to kindly convert shares held in Physical Form into Book Entry Form as soon as possible. The members may contact a PSX Member, CDC Participant or CDC Investor Account Service to obtain assistance for opening a CDS Account and subsequent induction of the physical shares into Book Entry Form.

For further information or clarification, please feel free to contact THK Associates (PVT) Ltd. on Tel # 021-35310191-93 or email at info@thk.com.pk

5. Placement of Financial Statements on Website:

As required under Section 223(7) of the Companies Act 2017 and SECP SRO 634(I)/2014, Financial Statement of the Bank for the year ended December 31, 2024 and Reports of the Bank have been uploaded on the website of the Bank which can be downloaded using the following link:

<https://www.bankmakramah.com/notices-other-downloads/>

STATEMENT OF MATERIAL FACTS UNDER SECTION 134(3) OF THE COMPANIES ACT, 2017, RELATING TO THE SPECIAL BUSINESS:

This statement sets out the Material Facts pertaining to the special business to be transacted at the Annual General Meeting of Bank Makramah Limited ("the Bank") to be held on 27th March, 2025.

The Board of Directors of Bank Makramah Limited (BML) has decided to revise the Directors' Fee, for the Independent and Non-Executive Directors, for attending Board Meetings and Board Sub-Committee Meetings, to PKR 500,000 from the existing PKR 300,000/- per Board meeting and PKR 400,000 from the existing PKR 300,000/- per Board Sub-Committee meeting. The decision to increase the remuneration has been undertaken to compensate for the time and efforts required to discharge Director's obligations and to value their skills and expertise in managing the affairs of the Board and the related Board Sub-Committees. The increase in remuneration is well within the limits prescribed by State Bank of Pakistan and complies with the requirements as detailed out in the related regulatory notification i.e. BPRD Circular No. 03 of 2019 dated August 17, 2019.

The approval of the members of the Bank is sought in terms of State Bank of Pakistan's Prudential Regulation G-1(C) (2) for the above mentioned matter.

The above proposed matter seeking the approval of the members as an Ordinary Resolution entails the recommendation/approval of the Board of Directors.

Interest of Directors

The Directors of the Bank have no personal interest, directly or indirectly, in the above mentioned special business that would require further disclosure except to the extent of their remuneration.

FORM OF PROXY

19th Annual General Meeting

The Company Secretary

Bank Makramah Limited

Head Office

Level-11, Plot No. G-2, Block-2,

Clifton, Karachi.

I/We _____ s/o, d/o, w/o _____ being a / the member(s) of Bank Makramah Limited holding _____ ordinary shares as per Register Folio No./ CDC A/c No. _____ hereby appoint Mr/Ms. _____ of _____ (full address) or failing him/her to _____ of (full address) _____ as my / our Proxy to attend, act and vote for me/us and on my/our behalf at the Extraordinary General Meeting of the Bank to be held on March 27, 2025 and /or any adjournment thereof.

Signed this _____ day of _____, 2025.

Witnesses:

1. Name: _____

Address: _____

CNIC No.: _____

Signature: _____

2. Name: _____

Address: _____

CNIC No.: _____

Signature: _____

Signature on Rs. 5/- Revenue Stamp

NOTES:

- A member entitled to attend and vote at the meeting may appoint another member as his / her proxy who shall have such rights as respect to attending, speaking and voting at the meeting as are available to a member.
- The account holders, sub-account holders, proxy or nominee shall authenticate his/her identity by showing his/her original national identity card (NIC) or original passport and bring his/her folio number at the time of attending the meeting.
- In the case of corporate entity Board of Directors' resolution/power of attorney with specimen signature of the nominee shall also be produced (unless provided earlier) at the time of meeting.
- In order to be effective, the proxy forms must be received at the office of our registrar M/s THK Associates (Private) Limited, Plot No. 32-C, Jami Commercial Street No. 2, D.H.A., Phase VII, Karachi not later than 48 hours before the meeting duly signed and stamped and witnessed by two persons with their names, addresses and NIC numbers mentioned on the form.
- In the case of individuals attested copies of NIC or passport of the beneficial owners and the proxy shall be furnished with the proxy form.
- In the case of proxy by a corporate entity, Board of Directors resolution/power of attorney with specimen signature and attested copies of the NIC or passport of the proxy shall be submitted along with proxy form.

بنک مکرمہ لمیٹڈ کے اراکین کے انیسویں سالانہ اجلاس عام کی اطلاع

ذریعہ اطلاع: جمالی کے چیف کمرشل مینیجر ("بنک") کے اراکین ("اراکین") کے انیسویں سالانہ اجلاس عام کا انعقاد روز جمعرات مورخہ 27 اگست 2025 کو 12:00 بجے بریلی، اسلام آباد میں منعقد کیا جائے گا جس میں دستاویزوں اور بیسٹ کی پیشکش کی جائے گی۔

انگ 31 کی ہولڈنگ 27 اگست 2025 کو 10:30 بجے کی جس سے شروع ہونے والے اجلاس میں شامل ہونے کے لئے درخواست کی جائے گی۔ درخواست کی جائے گی اور دستاویزوں کی کاپی 24 اگست 2025 کو 10:30 بجے تک ملے گی۔

ای میل ایڈریس: company.secretary@bankmakramah.com

نمبر	آرکائیو نام	CNIC نمبر	فون نمبر	فیکس نمبر	ای میل ایڈریس

12. دفینیکس کی ہولڈنگ کے لئے درخواست: ...

13. دستاویز اور درخواست: ...

14. فیکس پیڈنگ کی ہولڈنگ کی اطلاع: ...

15. دستاویز اور درخواست: ...

16. دستاویز اور درخواست: ...

17. دستاویز اور درخواست: ...

18. دستاویز اور درخواست: ...

19. دستاویز اور درخواست: ...

20. دستاویز اور درخواست: ...

1. گورننگ ڈائریکٹری کے اجلاس: ...

2. چیف کمرشل مینیجر کی ہولڈنگ: ...

3. چیف کمرشل مینیجر کی ہولڈنگ: ...

4. چیف کمرشل مینیجر کی ہولڈنگ: ...

5. چیف کمرشل مینیجر کی ہولڈنگ: ...

6. چیف کمرشل مینیجر کی ہولڈنگ: ...

7. چیف کمرشل مینیجر کی ہولڈنگ: ...

8. چیف کمرشل مینیجر کی ہولڈنگ: ...

9. چیف کمرشل مینیجر کی ہولڈنگ: ...

10. چیف کمرشل مینیجر کی ہولڈنگ: ...

11. چیف کمرشل مینیجر کی ہولڈنگ: ...

نمبر	آرکائیو نام	نمبر	نمبر	نمبر	
1.	آرکائیو نام	2.	آرکائیو نام	3.	آرکائیو نام

12. چیف کمرشل مینیجر کی ہولڈنگ: ...

13. چیف کمرشل مینیجر کی ہولڈنگ: ...

14. چیف کمرشل مینیجر کی ہولڈنگ: ...

15. چیف کمرشل مینیجر کی ہولڈنگ: ...

16. چیف کمرشل مینیجر کی ہولڈنگ: ...

17. چیف کمرشل مینیجر کی ہولڈنگ: ...

18. چیف کمرشل مینیجر کی ہولڈنگ: ...

19. چیف کمرشل مینیجر کی ہولڈنگ: ...

20. چیف کمرشل مینیجر کی ہولڈنگ: ...

21. چیف کمرشل مینیجر کی ہولڈنگ: ...

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23. چیف کمرشل مینیجر کی ہولڈنگ: ...

24. چیف کمرشل مینیجر کی ہولڈنگ: ...

25. چیف کمرشل مینیجر کی ہولڈنگ: ...

26. چیف کمرشل مینیجر کی ہولڈنگ: ...

27. چیف کمرشل مینیجر کی ہولڈنگ: ...

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38. چیف کمرشل مینیجر کی ہولڈنگ: ...

39. چیف کمرشل مینیجر کی ہولڈنگ: ...

40. چیف کمرشل مینیجر کی ہولڈنگ: ...

41. چیف کمرشل مینیجر کی ہولڈنگ: ...

42. چیف کمرشل مینیجر کی ہولڈنگ: ...

43. چیف کمرشل مینیجر کی ہولڈنگ: ...

44. چیف کمرشل مینیجر کی ہولڈنگ: ...