

NOTICE OF THE EXTRA ORDINARY GENERAL MEETING

To be held on Monday, 30 June 2025 at 10:30 a.m.

at Peace Guest House, 05 Street No. 59, F-8/4 Islamabad.

SECURITY INVESTMENT BANK LIMITED

NOTICE OF THE EXTRA ORDINARY GENERAL MEETING

Notice is hereby given that that Extra Ordinary General Meeting of Security Investment Bank Limited ("the Company") will be held at Peace Guest House, 05 Street No. 59, F-8/4 Islamabad, on Monday, 30 June 2025 at 10.30 a.m. to transact the following business:

ORDINARY BUSINESS:

1. To confirm the minutes of the Thirty Fourth Annual General Meeting held on 29 April 2025.
2. To elect Directors of the Company for a term of three years commencing from June 30 2025 in accordance with the provisions of section 154 of the Companies Act, 2017.
 - a) Pursuant to Section 159(1) and (2)(a) of the Companies Act, 2017, the Directors through a Resolution passed in the Board meeting held on 23 April 2025 have fixed the number of Directors at 7 (Seven).
 - b) Pursuant to Section 159(2)(b) of the Companies Act, 2017, names of the retiring Directors are:-
 - i. Haji Jan Mohammad
 - ii. Mr Muhammad Mehboob
 - iii. Mr Faisal Zahid
 - iv. Mrs Zillay Huma khan
 - v. Mr Farrukh Siddiqui
 - vi. Mr Muhammad Bilal Chaudhry
 - vii. Mr Shaukat Zaman
3. Transact any other business with the permission of the Chair.

By Order of the Board

Karachi: June 5, 2025

Shakeel Ahmed
Chief Financial Officer

NOTES

1. The share transfer books of the Company will remain closed from 24 June 2025 to 30 June 2025 (both days inclusive) and no request for transfer of shares will be accepted for registration. Transfers received at Company's Share Registrar (i.e. C & K Management Associates (Private) Limited, Room number M-13, Progressive Plaza, Plot No. 5, CL-10, Civil Lines Quarter, Beaumont road, Karachi) by the close of business on 23 June 2025 will be considered in time for the purpose.
2. Pursuant to Companies (Postal Ballot) Regulations 2018, for the purpose of election of Directors and for any other agenda item subject to the requirements of Sections 143 and 144 of the Companies Act 2017, members will be allowed to exercise their right of vote through postal ballot, that is voting by post or through any electronic mode, in accordance with requirements and procedure contained in the aforesaid regulations. Ballot Paper Form has been placed on Company's website: www.sibl.com.pk
3. A member of the Company entitled to attend and vote at the Extra Ordinary General Meeting may appoint a person/representative as proxy to attend and vote in place of member at the meeting. Proxies in order to be effective must be received at Company's registered office duly stamped and signed not later than 48 hours before the time of holding meeting. A member cannot appoint more than one proxy. Attested copy of shareholder's CNIC must be attached with the proxy form. Proxy Form is also available on Company's website: www.sibl.com.pk
4. The CDC/sub account holders are required to follow the under mentioned guidelines:—
 - a) For attending the meeting.
 - i. In 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 identity by showing his/her original Computerized National Identity Card (CNIC) or original passport at the time of attending the meeting.
 - ii. In case of corporate entity, the Board of Directors' resolution / power of attorney with specimen signature of the nominee shall be produced at the time of meeting.
 - b) For appointing proxies
 - i. In case of individuals, the account holder or sub-account holder and/ or the person, whose securities are in group account and their registration detail is uploaded as per the regulations, shall submit the proxy form as per the above requirement.
 - ii. The proxy form shall be witnessed by the two persons whose names, addresses and CNIC numbers shall be mentioned on the form.
 - iii. Attested copies of CNIC or the passport of the beneficial owners and the 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 case of corporate entity, the Board of Directors' resolution/power of attorney with specimen signature shall be submitted to the Company along with proxy form.
5. Members are requested to promptly notify any change in their mailing address, E-mail address and contact details to the Company Share Registrar Office.

6 Members, having physical shares, are advised to intimate any change in their registered address and the shareholders who have not yet submitted photocopies of their Computerized National Identity Cards (CNIC) are requested to send the same at the earliest.

7 Shareholders who wish to receive notice of the Extra Ordinary General Meeting through e-mail are requested to provide, through a letter duly signed by them, their particulars, i.e. Name, Folio/ CDC A/C No., E-mail Address, Contact Number, CNIC Number (attach copy). Shareholders are also requested to notify immediately any change in their e-mail address to the Company Share Registrar Office.

STATEMENT OF MATERIAL FACTS UNDER SECTION 166(3) OF THE COMPANIES ACT, 2017 IN RESPECT OF ELECTION OF DIRECTORS:

1. Contesting Election of Directors: Any person (including a retiring Director) who seeks to contest election of directors shall file with the Company at its office, Office No. 502, 5th Floor, Madina City Mall, Abdullah Haroon Road, Saddar Karachi, not later than 14 days before the said meeting his / her intention to offer himself / herself for the election of the directors in terms of Section 159(3) of the Companies Act, 2017 together with :

(i) A Notice of his/her intention to offer himself/herself for election as a director in terms of Section 159(3) of the Companies Act, 2017 (Act) along with his/her folio number, CDC Investor Account No./CDC Participant No./Sub Account No..

(ii) Consent to act as director on Appendix to the Form-9 (of the Companies Regulations, 2024) under Section 167 of the Act.

(iii) A detailed profile of the candidate along with address for placement on the Company's website as per requirements of SECP's SRO 1196 (I)/2019 dated October 03, 2019.

(iv) Details of other Directorship(s) and office(s) held.

(v) Attested copy of valid CNIC and NTN.

(vi) A declaration confirming that:

a. He/she is aware of his/her duties and powers under the Act, the Listed Companies (Code of Corporate Governance) Regulations, 2019 (Code), the Rule Book of Pakistan Stock Exchange Limited, Memorandum and Articles of Association of the Company and other relevant laws and regulations.

b. He / she is not serving as a director in more than seven (7) listed companies simultaneously including as an alternate Director.

c. He/she is not ineligible to become a director of a listed company under the provisions of the Act and any other applicable laws and regulations.

(vii) Independent Directors shall be elected through the process of election of directors in terms of Section 159 of the Act. Independent Director(s) shall meet the criteria laid down in section 166(2) of the Act and the Companies (Manner and Selection of Independent Directors) Regulations 2018. Accordingly, the following additional documents are required to be submitted by the candidates intending to contest the election as an independent director:

- I. Declaration of independence under Regulation 6(3) of the Code.
- II. Undertaking on non-judicial stamp paper that he/she meets the requirements of Regulation 4(1) of the Companies (Manner and Selection of Independent Directors) Regulations, 2018.

2. 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 and procedure contained in the aforesaid Regulations.

Shareholders who wish to participate through e-voting, kindly provide immediately through a letter duly signed by them, i.e. Name, Folio/ CDC Account No., E-mail address, contact number to the share registrar of the company (C & K Management Associates (Private) Limited, Room number M-13, Progressive Plaza, Plot No. 5, CL-10, Civil Lines Quarter, Beaumont road, Karachi).

3. Provision of Video Link Facility: Shareholders may participate in the meeting via video-link facility. If the Company receives a demand (at least 7 days before the date of meeting) from shareholder(s) holding an aggregate 10% or more shareholding residing in any other city, to participate in the meeting through video link, the Company will arrange video link facility in that city.

Shareholders, who wish to participate through video-link facility, are requested to fill in Video Link Facility Form available at Company's website and send a duly signed copy to the Registered Address of the Company. It may be noted that no person other than the member or proxy holder can attend the meeting through video link facility.

4 The notice of EOGM has been placed on Company's website: www.sibl.com.pk

STATEMENT UNDER SECTION 166(3) OF THE COMPANIES ACT 2017

This Statement sets out the material facts concerning election of directors of the Company to be held in EOGM of the Company on June 30, 2025. Section 166(3) of the Companies Act, 2017 (the Act) requires that a statement of material facts is required to be annexed to the notice of the general meeting called for the purpose of election of directors which shall indicate the justification for choosing independent directors.

The Company is required to have at least two (2) independent directors on the Board under the Listed Companies (Code of Corporate Governance) Regulations, 2019. The independent directors shall also be elected through the process of election of directors in terms of section 159 of the Act.

Accordingly, it will be ensured that the independent directors to be elected must meet the criteria of independence laid down under section 166 of the Act and the Companies (Manner and Selection of Independent Directors) Regulation, 2018 and his / her name is included in the data bank of independent directors maintained by the Pakistan Institute of Corporate Governance duly authorized by the Securities and Exchange Commission of Pakistan.

Further, their selection will be made due to their respective competencies, skill, knowledge and experience.

The present Directors of the Company have no interest in the above business except their eligibility for re-election as director of the Company.



SECURITY
INVESTMENT
BANK LTD.

FORM OF PROXY EXTRA ORDINARY GENERAL MEETING

The Company Secretary
Security Investment Bank Limited
502, 5th floor, Madina city Mall
Abdullah Haroon Road, Saddar
Karachi

I / We _____ of
_____ member / members of SECURITY
INVESTMENT BANK LIMITED and holding _____ Ordinary Shares, as per Register
Folio/CDC A/C or sub account no _____ do hereby appoint
_____ of
_____ to vote for me / us
and on my/our behalf at the Extra Ordinary General Meeting of the Company to be held on June 30,2025 and at
any adjournment thereof.

As witness my / our hand this _____ day of _____ 2025.

Folio No. _____

Witness:-

1. Name _____

CNIC # _____

2. Name _____

CNIC # _____

Please Affix
Rs. 5
Revenue
Stamp

SIGNATURE OF MEMBER (S)

IMPORTANT:

1. A member entitled to attend Extra Ordinary General Meeting is entitled to appoint a proxy to attend and vote instead of him.
2. The instrument appointing a proxy should be signed by the member or by his attorney duly authorized in writing. If the member is a corporation its common seal (if any) should be affixed on the instrument.
3. The proxies shall be deposited at the Share Registrar's Office of the Company not less than 48 hours before the time of the meeting.
4. For CDC Account Holders/Corporate Entities
In addition to the above the following requirement have to be met.
 - a. Copies of CNIC or the passport of the beneficial owners and the proxy shall be provided with the proxy form.
 - b. The proxy shall produce his original CNIC or Original Passport at the time of meeting
 - c. In case of corporate entity the Board of Directors regulation / power of attorney with specimen signature.