

NOTICE OF THE THIRTY FOURTH ANNUAL GENERAL MEETING

Notice is hereby given that the Thirty fourth Annual General Meeting of Security Investment Bank Limited (the Company) will be held at Hotel Hill View, Block-12-A, F-7, Markaz, Jinnah Super, Islamabad, on 29 April 2025 at 10:30 a.m. to transact the following business:

ORDINARY BUSINESS

- 1) To confirm the minutes of the Annual General Meeting held on 29 April 2024.
- 2) To receive and adopt the audited financial statements of the Company together with the Auditors' Report, Chairman Review and Directors' Reports thereon for the year ended 31 December 2024.
- 3) To appoint auditors and fix their remuneration for the year ending 31 December 2025. The retiring auditors M/s. Muniff Ziauddin & Co. Chartered Accountants retire and being eligible offers themselves for reappointment to act as the external auditors of the Bank and fix their remuneration for the years ending 31, December 2025.
- 4) To approve, as recommended by the Board of Directors, the payment of final cash dividend @15% (i.e. PKR 1.50 per share each having face value PKR 10/-)

SPECIAL BUSINESS

- 5) To approve, sell the Commercial Plot No. 49-C, Badar commercial area, street 12, Phase V, DHA Karachi (measuring 200 sq. yds) at an agreed price of Rs. 120 M to M/s ARY Laguna (Pvt) Ltd for 3 years deferred payment.

ANY OTHER BUSINESS

- 6) To consider any other business with the permission of the Chair.

BOOK CLOSURE

The share transfer book of the company will remain closed from 22 April 2025 to 29 April 2025 (both days inclusive). Transfer applications received in order at the office of the Share Registrar of the Company (i.e. C & K Management Associates (Private) Limited, M-13, Progressive Plaza, Plot No. 5 - CL - 10, Civil Lines Quarter, Beaumont Road, Karachi) by the close of business on 21 April 2025 will be treated in time for determining the entitlement of members to attend the Annual General Meeting of the Company.

By order of the board
Company Secretary

Karachi:
22nd March, 2025

NOTES:

Appointment of Proxy

- A Member entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and vote on his/her behalf, provided such proxy is also a Member.
- An instrument of proxy and the Power of Attorney or other authority (if any) under which it is signed, or a Notary Public certified copy of such Power of Attorney, in order to be valid, must be deposited with the Company's Share Registrar, C & K Management Associates (Private) Limited not later than (48) forty-eight hours before the time of holding the Meeting.
- Form of Proxy is herewith enclosed.

CDC Account Holders

- CDC accounts holders are in addition are required to follow the guidelines of Circular No.1 dated January 26, 2000 of the SECP for attending the Meeting:
- In case of individuals: The account holder or sub account holder and / or the person whose securities are registered on CDS; and their registration details are uploaded as per the regulations, shall authenticate his/ her identity by showing his/her original CNIC or original passport at the time of attending the Meeting. Members are also required to bring their Participants' I.D. Number and Account Numbers in CDS.
- In case of a corporate entity: Board of Directors Resolution/ Power of Attorney with specimen signature of nominee shall be produced (unless it has been provided earlier) at the time of the Meeting.

Change of Address

Members are requested to immediately notify change of address to the Company's Share Registrar at the following address:

**M/S C & K Management Associates (Private) Limited,
M-13, Progressive Plaza, Plot No. 5 - CL - 10, Civil Lines Quarter, Beaumont
Road, Karachi**

Important Notes to the Members

CNIC Copy

Members are requested to submit a copy of their valid CNIC (only physical members), if not already provided to the Share Registrar of the Company. Corporate account holders should submit National Tax Number, if not yet submitted. In case of non-submission of CNIC/NTN Certificate (copy), all future dividends will be withheld till provision of these documents.

E-Dividend (Mandatory)

In accordance with the provisions of Section 242 of the Companies Act, 2017 and E Dividend Regulations of the SECP through S.R.O. 1145(1)/2017 dated November 6, 2017, it is mandatory for the Company to pay cash dividend to the members only through electronic mode directly into the bank account designated by the Member.

In order to receive dividends directly into bank accounts, members are requested to fill in Dividend Mandate Request Form available at Company's website www.sibl.com.pk and to send the same duly signed along with copy of CNIC to the Company's Share Registrar, in case of physical shares. In case the shares are held on the CDS, the Form required to be submitted directly to the Member's broker/participant/CDC Account Services.

In case of non-compliance, the Company will be constrained to withhold payment of dividend to such Member.

Unclaimed Dividend

The Company has previously discharged its responsibility under Section 244 of the Companies Act, 2017 whereby the Company approached such members to claim their unclaimed dividend in accordance with the law.

Members, whose dividends are still unclaimed, are hereby once again advised to approach the Company to claim their outstanding dividend amounts. An updated list of unclaimed dividend is available on the Company's website www.sibl.com.pk.

Centralized Cash Dividend Register (CCDR)

Central Depository Company ("CDC") has developed Centralized Cash Dividend Register ("CCDR"), an eServices web portal which would incorporate details pertaining to cash dividends paid, unpaid or withheld by listed companies. The CCDR will help to maintain history of dividends paid to members by listed companies and access of all such information will be provided to the respective members. The web portal will facilitate members of listed companies in retrieving

details of cash dividends from the centralized register and using the same for their record purposes.

You may access CCDR via <https://eservices.cdcaccess.com.pk>. In addition, the Dividend/ Zakat & Tax Deduction Report can also be obtained directly from your Participant (stock broker) which has been provided to them on their CDS terminals.

Conversion of Physical Shares into CDS

In compliance with the requirements of Section 72 of the Companies Act, every existing listed company is required to replace his/her physical shares with book-entry form in a manner as may be specified and from the date notified by the SECP, within a period not exceeding four years from the commencement of the Companies Act, that is, May 30, 2017.

Members having physical share certificates are requested to convert their shares from physical form into book entry form as early as possible. It would facilitate the members in many ways including safe custody of shares, no loss of shares, avoidance of formalities required for issuance of duplicate shares and readily available for sale and purchase in open market at better rates.

Deduction of Income Tax from Dividend under Section 150

The Government of Pakistan through Finance Act, 2019 made certain amendments to Section 150 of the Income Tax Ordinance, 2001 whereby different rates have been prescribed for deduction of withholding tax on the amount of dividend paid by the companies in the following manner:

For Active tax payers 15%

For non-active taxpayers 30%

Active tax payers should ensure that their names duly appear on the Active Tax Payers List (ATPL) of the Federal Board of Revenue (FBR). You may visit the FBR website for assistance. Should the name of a member be absent on the ATPL, the Company will be constrained to deduct tax at 30% notwithstanding that such member may be an income tax filer.

In case of joint accounts, FBR has clarified that withholding tax will be determined separately on 'Active/ Non-Active' status of principal members as well as joint-holder(s) based on their shareholding proportions. Members holding shares jointly are advised to provide shareholding proportions of principal member and joint-holder(s) in respect of shares held by them, if not already provided, at the earliest to the Share Registrar on the

Following format, otherwise it will be assumed that share are held in equal proportion:

Company Name	Folio/CDS Accounts Number	Total Shares	Principal Shareholder		Joint Shareholders	
			Name & CNIC	Shareholding proportions (No. of shares)	Name & CNIC	Shareholding proportions (No. of shares)

In another clarification by FBR, valid tax exemption certificate for claim of exemption under section 150, 151 and 233 of the Income Tax Ordinance, 2001 is required where statutory exemption under clause 47B of Part-IV of the Second Schedule is available. Such certificate U/S 159(1) of the Income Tax Ordinance, 2001 issued by concerned Commissioner of Inland Revenue is to be produced to avail tax exemption.

Corporate Members having CDC accounts are required to provide their National Tax Number (NTN) to their participants. Corporate physical Members should send a copy of their NTN certificate to the Share Registrar. Members while sending NTN or NTN certificates, as the case may be, must quote company name and their respective Folio Numbers.

Circulation of Annual Audited Financial Statements via QR Enabled Code

SECP vide its SRO No.389(1)/2023 dated March 31, 2023 has allowed companies to circulate Annual Audited Financial Statements together with Auditor's, Chairman's and Director's Report to the members through QR enabled code and Web-link as part of Annual General Meeting.

Notwithstanding the above, the Company will provide hard copies of the Annual Report, 2024, to any Member on their request at their registered address within one (1) week of receiving such request.

Placement of Financial Statements

The Company has placed the Audited Financial Statements for the year ended December 31, 2024 along with Auditors and Directors Reports thereon on its website: <http://www.sibl.com.pk>

**STATEMENT OF MATERIAL FACTS CONCERNING SPECIAL BUSINESS
PURSUANT TO SECTION 134 OF THE COMPANIES ACT, 2017**

The statement sets out the material facts concerning the Special Business given in agenda item No.5 of the Notice will be considered to be passed by the members. The purpose of the Statement is to set forth the material facts concerning such Special Business.

Agenda Item No.5 of the Notice – Commercial Plot No. 49-C, Badar commercial area, street 12, Phase V, DHA Karachi (measuring 200 sq. yds)

The Board of Directors has recommended to the members to sell the Commercial Plot No. 49-C, Badar commercial area, street 12, Phase V, DHA Karachi (measuring 200 sq. yds) at an agreed price of Rs. 120 M to M/s ARY Laguna (Pvt) Ltd for 3 years deferred payment in its 133rd board meeting held on December 28, 2023, the resolution as under will be considered to be passed by the members as an ordinary resolution:

“RESOLVED THAT to sell the Commercial Plot No. 49-C, Badar commercial area, street 12, Phase V, DHA Karachi (measuring 200 sq. yds) at an agreed price of Rs. 120 M to M/s ARY Laguna (Pvt) Ltd for 3 years deferred payment, as recommended by the Board of Directors of the Company, be and is hereby approved.”

Security Investment Bank Limited

POSTAL BALLOT PAPER

for voting through post for the Annual General Meeting to be held on Tuesday, April 29, 2025, at 10:30 a.m. at Hotel Hill View, Block-12-A, F-7, Markaz, Jinnah Super, Islamabad or email at general.meeting@sibl.com.pk.
Phone: +92-021-35659753-4 Website: www.sibl.com.pk

Folio / CDS Account Number	
Name of Shareholder / Proxy Holder	
Registered Address	
Number of shares Held	
CNIC/Passport No. (in case of foreigner) (copy to be attached)	
Additional information and enclosures (in case of representative of body corporate, corporation, and federal Government)	
Name of Authorized Signatory	
CNIC/Passport No. (in case of foreigner) of Authorized Signatory (copy to be attached)	

Resolution For Agenda Item No. 1

"**RESOLVED THAT** minutes of the Annual General Meeting of the Company held on 29 April 2024 be and are hereby confirmed."

Resolution For Agenda Item No. 2

"**RESOLVED THAT** the Audited Financial Statements together with Auditor's, Chairman's and Director's Report, as recommended by the Board, of the Company for the year ended 31 December 2024, to the members through QR enabled code and Web-link as part of Annual General Meeting, be and is hereby approved."

Resolution For Agenda Item No. 3

"**RESOLVED THAT** the appointment of M/s. Muniff Ziauddin & Co, Chartered Accountants as auditors of the Company for the year ending 31 December 2025, at the agreed remuneration as recommended by the Audit Committee of the Board of Directors, be and is hereby approved."

Resolution For Agenda Item No. 4

RESOLVED THAT a final cash dividend (for the financial year ended December 31, 2024) of Rs. 1.50 per ordinary share of Rs. 10 each, as recommended by the Board of Directors of the Company, be and is hereby approved for distribution to the shareholders of the Company whose names appear on the members register on close of business on April 22, 2025."

Resolution For Agenda Item No. 5

"**RESOLVED THAT** to sell the Commercial Plot No. 49-C, Badar commercial area, street 12, Phase V, DHA Karachi (measuring 200 sq. yds) at an agreed price of Rs. 120 M to M/s ARY Laguna (Pvt) Ltd for 3 years deferred payment, as recommended by the Board of Directors of the Company, be and is hereby approved."

Instructions For Poll

1. Please indicate your vote by ticking (√) the relevant box.
 2. In case if both the boxes are marked as (√), you poll shall be treated as "**Rejected**".
- I/we hereby exercise my/our vote in respect of the above resolution through ballot by conveying my/our assent or dissent to the resolution by placing tick (√) mark in the appropriate box below;

Resolution	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
<u>Resolution For Agenda Item No. 1</u>		

<p><u>Resolution For Agenda Item No. 2</u></p> <p><u>Resolution For Agenda Item No. 3</u></p> <p><u>Resolution For Agenda Item No. 4</u></p> <p><u>Resolution For Agenda Item No. 5</u></p>		
<p>1. Dully filled ballot paper should be sent to the Chairman of Security Investment Bank Limited at 502, 5th floor, Madina City Mall, Abdullah Haroon Road Saddar, Karchi or email at general.meeting@sibl.com.pk</p> <p>2. Copy of CNIC/ Passport (in case of foreigner) should be enclosed with the postal ballot form.</p> <p>3. Ballot paper should reach the Chairman within business hours by or before Tuesday, April 22, 2025. Any postal Ballot received after this date, will not be considered for voting.</p> <p>4. Signature on ballot paper should match with signature on CNIC/ Passport. (In case of foreigner).</p> <p>5. Incomplete, unsigned, incorrect, defaced, torn, mutilated, over written poll paper will be rejected.</p> <p>6. In case of a representative of a body corporate, corporation or Federal Government, the Ballot Paper Form must be accompanied by a copy of the CNIC of an authorized person, an attested copy of Board Resolution, / Power of Attorney, / Authorization Letter etc., in accordance with Section(s) 138 or 139 of the Companies Act, 2017 as applicable. In the case of foreign body corporate etc., all documents must be attested by the Counsel General of Pakistan having jurisdiction over the member.</p> <p>7. Ballot Paper form has also been placed on the website of the Company at: www.sibl.com.pk. Members may download the Ballot paper from the website or use an original/photocopy published in newspapers.</p> <p style="text-align: right;">_____ Date _____</p> <p style="text-align: center;">Shareholder / Proxy holder Signature/Authorized Signatory (In case of corporate entity, please affix company stamp)</p>		