



## NOTICE OF EXTRA-ORDINARY GENERAL MEETING

Notice is hereby given that an Extra-ordinary General Meeting of the shareholders of First Credit & Investment Bank Limited will be held on Saturday June 10, 2023 at 12:00 noon at Registered Office at 2<sup>nd</sup> Floor, SIDCO Avenue Centre, Stratchen Road, Karachi to transact the following business:

1. To confirm the minutes of the Annual General Meeting held on October 28, 2022.
2. To elect Nine (9) directors being the number of directors as fixed by the Board of Directors pursuant to Section 159(1) of the Companies Act 2017, for the term of next three years. Following are the retiring directors who are eligible for re-election:  

1. Mr. Faisal Ahmed	2. Mr. Asad Ullah Saleem	3. Syed Irfan Husnain Rizvi
4. Mr. Masood Raza	5. Mr. Muhammad Naeemuddin	6. Mr. Jamal Nasim
7. Mrs. Nina Afridi		
3. To transact any other business with the permission of the Chair.

By Order of the Board

Karachi:  
May 18, 2023

M. Amin Khatri  
Company Secretary

### Notes:

#### 1. **Closure of Share Transfer Book**

The share transfer books of the Company will remain closed from June 03, 2023 to June 10, 2023 (both days inclusive). Transfers received in order at the office of our Share Registrar M/s. THK Associates (Pvt.) Ltd, Plot No. 32-C, Jami Commercial Street 2, DHA Phase VII, Karachi-75500 upto the close of business on June 02, 2023, will be considered in time for purpose of entitlement of shareholders to attend and vote at the meeting.

#### 2. **Election of Directors:**

##### **Statement of material facts under section 166(3) of the companies act, 2017**

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 independent directors shall also be selected in accordance with provisions of the Companies Act, 2017, Listed Companies (Code of Corporate Governance) Regulations 2019 and the Companies (Manner and Section of Independent Directors) Regulations 2018.

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 applicable laws mention hereinabove and his/her name is included in the data bank of independent directors maintained by the Pakistan Institute of Corporate Governance (PICG) 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.

Any person who is not ineligible to be appointed as a director under Section 153 of the Companies Act, 2017 and, subject to meeting the requirement stipulated in the Listed Companies (Code of Corporate Governance) Regulations 2019, seeks to contest the election to the office of director shall whether he/she is a retiring director or otherwise file with the Company at its registered office, 2nd floor, SIDCO Avenue Centre, Stratchen Road, Karachi, the following document not later than fourteen (14) days before the date of the meeting at which elections are to be held:

- i. Notice of his/her intention to offer himself/ herself for the election of director in terms of Section 159 (3) of the Companies Act, 2017.



- ii. His/ her Folio No./CDC Investor Account No./ CDC Participant ID No./Sub account No.
- iii. Consent to act as director on Form 28 under Section 167(1) of the Companies Act, 2017 along with declaration that:
  - He/she is not serving as a director of more than seven listed companies.
  - He/she is not ineligible to become a Director of a listed company under Section 153 of the Companies Act, 2017 and any other applicable laws and regulations.
  - He/she is aware of his/her duties and powers under the relevant laws, Memorandum & Articles of Association of Company and Pakistan Stock Exchange Limited Regulations
  - An undertaking on judicial stamp paper that he / she meets the requirements of regulations 4(1) of the Companies (Manner and Selection of Independent Director) Regulations 2018
- iv. An attested copy of valid CNIC and NTN.
- v. Declaration as required under the Listed Companies (Code of Corporate Governance) Regulation 2019 for Independent Directors. Further, Independent Directors should ensure that they meet the criteria laid down under Section 166 of the Companies Act 2017.
- vi. Approval from Securities and Exchange Commission of Pakistan (SECP) is needed to become director of the Company under NBFCs Rules 2003. Pursuant to Regulation 10(a) of NBFC Regulation 2008, 10 days before the shareholders meeting in which elections are to be held, application shall be submitted to SECP for Fit and Proper criteria for individuals seeking to contest the elections of Directors. Accordingly, Affidavit as per Annexure to 'Form 1' of the NBFCs Rules 2003, along with information as per Annexure 'A' (including Bio-data, two passport size photographs, latest income tax return & wealth statement and undertaking) and Affidavit as per 'Annexure B' of the Schedule IX of the NBFCs Regulation 2008 are to be submitted along with the consent. Same are available at website of the company,
- vii. A detailed profile along with his/her office address as required under SECP SRO 1222 (1)/2015 dated December 10, 2015.

### 3. Participation in the Extra-Ordinary General Meeting

A member entitled to attend and vote at this meeting may appoint any other member as his/her proxy to attend the meeting and vote instead of him/her. The proxies in order to be effective must be received by the company not less than 48 hours before the meeting. CDC Account / Sub Account holders will further have to follow the under mentioned guidelines.

#### 1. For Attending the Meeting:-

- a) 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 Regulations, shall authenticate his/her identity by showing his/her original Computerized National Identity card (CNIC) or original Passport at the time of attending the meeting.
- b) In 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 meeting.

#### 2. For Appointing Proxies:-

- a) 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 Regulations, shall submit the proxy form as per the above requirement.
- b) The proxy form shall be witnessed by two persons whose names, address and CNIC Numbers shall be mentioned on the form.
- c) Attested copies of CNIC or Passport of the beneficial owners and the proxy shall be furnished with the proxy form.
- d) The proxy shall produce his/her original CNIC or original Passport at the time of the meeting.
- e) In case of corporate entity, the Board of Directors resolution/ power of attorney with specimen signature shall be submitted (unless it has been provided earlier) along with proxy form to the company.

#### 4. Provision of Copy of Computerized National Identity Card (CNIC)

In order to comply with the requirements of Securities & Exchange Commission of Pakistan (SECP) SRO19(1)/2014 dated January 10, 2014 those shareholders who have not yet submitted attested copy of their valid CNICs are requested to provide the same with their folio numbers to the Company's Registrar, M/s.THK Associates (Pvt.) Ltd. Members holding shares in CDC/ Participant accounts are also requested to provide the attested copy of their CNICs to their CDC Participant/ Investor Account Services.



**5. Change in Address**

The Shareholders are requested to immediately inform any change in their addresses to Company Share Registrar or CDC Participant/ Investor Account Services, as the case may be.

**6. Unclaimed Dividend**

The list of Unclaimed Dividend has been placed in the Company’s website: [www.fcibank.com.pk](http://www.fcibank.com.pk). Shareholders, who by any reason, could not claim their dividends are advised to contact our Share Registrar, M/s. THK Associates (Pvt.) Ltd, Plot No. 32-C, Jami Commercial Street 2, DHA Phase VII, Karachi-75500 to collect / enquire about their unclaimed dividend/shares, if any.

In compliance with Section 244 of the Companies Act, 2017, the Company has published final notice of Unclaimed Dividend and after having completed the specified period, all such dividend outstanding for a period of 3 years or more from the date due and payable shall be deposited to the Federal Government in case of unclaimed dividend.

**7. Attendance of Meeting by Video-Link**

If Members holding ten (10) percent of the total paid up capital, reside in a city, such Members, may demand the Company to provide them the facility of video-link for attending the Meeting.

If you wish to take benefit of this facility, please fill the form appearing below and submit it to the Company at its registered address at least seven (7) days prior to the date of the Meeting:

<p>I / We, _____ of _____, being a member First Credit and Investment Bank Limited, holder of _____ ordinary share(s) as per Registered Folio/ CDC Account No. _____ hereby opt for video link facility at _____.</p> <p>_____ Signature of Member</p>
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The Company will intimate to the Members the venue of the video-link facility at least five (5) days before the date of the Meeting along with all the information necessary to enable them to access the facility.

Further, in compliance of circular no. 4 of the 2021 dated February 15, 2021, members can opt to attend the EOGM through Video-Link. Members who are willing to attend and participate at the EOGM through Video-link are required to register their particulars by sending an email at “[fcib.eogm2023@fcibank.com.pk](mailto:fcib.eogm2023@fcibank.com.pk).” Such Members are requested to register by providing their credentials as follows with subject “**Registration for FCIBL’s EOGM**”:

Name of shareholder	No. of shares held	Folio Number / CDC Acct no.	CNIC no. with scanned copy (both side)	Cell no.	Email address

Video –link and login details will be shared with only those members whose emails, containing all the required particulars are received at the given email at least 48 hours before the time of EOGM.

**8. Requirement of Companies (Postal Ballot) Regulations 2018**

Pursuant to Companies (Postal Ballot) Regulations, 2018 for the purpose of election of Directors and subject to the requirements of section 143 and 144 of the Companies Act 2017, members will be allowed to exercise their rights 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.