

NOTICE OF THIRTEENTH ANNUAL GENERAL MEETING

Notice is hereby given that the 13th Annual General Meeting (AGM) of "Khushhali Microfinance Bank Limited" (hereinafter referred to as "KMBL" or the "Bank") shall be held on March 24, 2020, at 03:00PM at KMBL Corporate Office, Islamabad to transact the following business:

ORDINARY BUSINESS:

1. To confirm minutes of the 12th Annual General Meeting of KMBL held on March 25, 2019;
2. To receive, consider and adopt the Audited Financial Statements of the Bank for the Year ended December 31, 2019 together with the Director's and Auditor's Report thereon;
3. To appoint Auditors for the financial year ending December 31, 2019 and to fix their remuneration;
4. To declare and approve final cash dividend @ 1.5 i.e. PKR 1.50 per Ordinary share of Rs. 10 each for the year ended December 31, 2019, as recommended by the Board of Directors.

SPECIAL BUSINESS:

5. To approve the Directors Remuneration Policy and Committee;
"RESOLVED that the Directors Remuneration Policy (Annex C) is hereby approved by the Shareholders with effect from November 15, 2019 with the following remuneration limits:
 1. ***The remuneration of PKR 200,000/- for attending per Board meeting by Independent Director.***
 2. ***The remuneration of PKR 150,000/- for attending per sub-committee meeting of the Board by Independent Director. The upper limit capped for attending quarterly sub-committee meeting shall be PKR 300,000/- in case of independent director attending two or more meetings of the sub-committee to which he is a member."***
"FURTHER RESOLVED that Board Human Resource & Compensation Committee will act as Directors Remuneration Committee"

ANY OTHER BUSINESS:

6. To Transact any other Business with the Permission of the Chair.
(Attached to this Notice is a Statement of Material Facts covering the above-mentioned Special Business, as required under Section 134(3) of the Companies Act, 2017).

By order of the Board



Sara Shah

Company Secretary

Islamabad: March 02, 2019

Sara Shah
Company Secretary
General Counsel

khushhali
MICROFINANCE
CORPORATE

Notes:

1. A member entitled to attend and vote at the Meeting may appoint another member as per his/her proxy to attend, speak and vote for him/ her. Provided that a corporation may appoint as representative a person who is not a Member but is duly authorized by the corporation. Proxies must be received at the registered office of the company not less than 48 hours before the time of holding of the meeting (no account shall be taken of any part of the day that is not a working day).
2. Members are requested to notify any change in their address to the Bank immediately.

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

This 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.

1. Agenda Item No.5 of the Notice –

To approve the Directors Remuneration Policy and Committee;

The Directors Remuneration Policy is prepared in line with the guidelines of the SBP's BPRD Circular No. 03 of 2019, dated August 17, 2019, wherein the SBP has revised the remuneration threshold and has also allowed remuneration for non-executive directors beside independent directors. The Board deliberated on the provisions of the BPRD Circular No. 03 of 2019, dated August 17, 2019 and draft remuneration policy and after due deliberations the following Resolution was passed by the Board;

“Resolved that the Directors Remuneration Policy (Annex C) is hereby approved by the Board with immediate effect. The shareholders’ approval to be obtained on post facto basis as allowed by SBP. The following remuneration limits are hereby approved by the Board;

- 1. The remuneration of PKR 200,000/- for attending per Board meeting by Independent Director.***
- 2. The remuneration of PKR 150,000/- for attending per sub-committee meeting of the Board by Independent Director. The upper limit capped for attending quarterly sub-committee meeting shall be PKR 300,000/- in case of independent director attending two or more meetings of the sub-committee to which he is a member.”***

“Further Resolved that BHRCC will act as Directors Remuneration Committee”

Directors Remuneration Policy is annexed as Annex-C for your perusal.