

January 21, 2021



BankIslami

The General Manager
Pakistan Stock Exchange Limited
Stock Exchange Building
Stock Exchange Road
Karachi.

BankIslami Pakistan Limited
11th Floor, Executive Tower, Dolmen City,
Marine Drive, Clifton Block-4, Karachi.
Tel: (92-21) 111-247(BIP)-111
Fax: 35378373
www.bankislami.com.pk

Our Ref: 100.2.467


MS

Subject: Notice of Extraordinary General Meeting published in newspapers

Dear Sir,

Enclosed please find copy of the Notice of Extraordinary General Meeting to be held on Thursday, February 11, 2021 published in Business Recorder dated January 21, 2021 and Daily Express dated January 21, 2021.

Yours Sincerely,


Muhammad Shoaib
Company Secretary

**BUSINESS RECORDER
DATED JANUARY 21, 2021**

Business Recorder, Karachi
Thursday, January 21, 2021

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NOTICE OF EXTRAORDINARY GENERAL MEETING



Notice is hereby given that the Extraordinary General Meeting of the Members of BankIslami Pakistan Limited will be held Inshallah on Thursday, February 11, 2021 at 2:30 p.m. at Karachi through Zoom facility to transact the following business:

SPECIAL BUSINESS

- 1- To consider and, if thought fit, to pass the following resolutions, with or without modification, as Ordinary Resolutions:

"RESOLVED THAT approval of the members of BankIslami Pakistan Limited ('BankIslami' or the 'Bank') be and is hereby accorded in terms of section 183 of the Companies Act, 2017 ('Companies Act') and other applicable provisions of the law, and BankIslami be and is hereby authorized to dispose of its wholly owned subsidiary, BankIslami Modaraba Investments Limited ('BMIL') to Mr. Atique Ahmed Khan and/or his nominee for a total consideration of PKR 90,000,000/- (Pakistani Rupees Ninety Million only), calculated at a value of PKR 11.25 per share, subject to all regulatory approvals, including the State Bank of Pakistan, Securities and Exchange Commission of Pakistan, Competition Commission of Pakistan and/or any other relevant authority.

FURTHER RESOLVED THAT approval of the Members of BankIslami be and is hereby accorded in terms of Section 183 of the Companies Act and other applicable legal provisions, and BankIslami be and is hereby authorized to dispose-off 77,117,500 shares in BIPL Securities Limited ('BIPLS'), representing 77.12% of the issued and paid up ordinary share capital of BIPLS and 100% of BankIslami's shareholding in BIPLS, to M/s. AKD Securities Limited for a total consideration of PKR 663,210,500/- (Pakistani Rupees Six Hundred and Sixty Three Million, Two Hundred and Ten Thousand and Five Hundred Only), calculated at a value of PKR 8.60 per share, subject to completion of the tender process and receipt of all regulatory approvals, including the State Bank of Pakistan, Securities and Exchange Commission of Pakistan, Competition Commission of Pakistan and/or any other relevant authority.

FURTHER RESOLVED THAT the any two of (i) President & Chief Executive, (ii) Chief Financial Officer and (iii) Company Secretary (the "Authorized Representatives") of the Bank, be and are hereby jointly (any two) empowered and authorized to take all steps, necessary, ancillary and incidental to the above, and are further authorized to sign, execute and deliver all necessary documents, agreements and letters on behalf of the Bank including filing of applications to the regulators or authorities (including the State Bank of Pakistan, Securities and Exchange Commission of Pakistan and Competition Commission of Pakistan), as may be deemed appropriate and as may be required for the purposes abovementioned resolutions."

- 2- To approve revised Remuneration Policy for the Board of Directors' & Members of the Board Committees as required by SBP in BPRD Circular No 03 of 2019 dated August 17, 2019.

"RESOLVED that Remuneration Policy for the Board of Directors' & Members of the Board Committees as required by SBP be and is hereby approved without change as recommended by Board."

A Statement of Material Facts covering the above mentioned Special Businesses, as required under Section 134(3) of the Companies Act, 2017 and a Statement of Material Facts covering the sale of the subsidiary of the Bank as required under S.R.O. 423 (I) /2018 dated April 03, 2018 are annexed to the Notice of the Meeting circulated to the Members of the Bank.

ANY OTHER BUSINESS

- 3- To transact any other business with the permission of Chair.

Venue of Extraordinary General Meeting (EOGM) and Participation of Shareholders through Electronic means:

In the wake of the current situation related to Corona virus and in the light of the relevant guidelines issued by Securities & Exchange Commission of Pakistan (SECP) and Pakistan Stock Exchange Limited, vide their Circular no. 5 of 2020 dated March 17, 2020 and Circular no. PSX/N-372 dated March 18, 2020 respectively, the following arrangements have been made by the Bank for the participation of Shareholders:

- The Directors/Management of the Bank will be presented at the Bank's Registered Office at 11th Floor, Executive Tower, Dolmen City, Marine Drive, Clifton Block-4, Karachi, to coordinate with the shareholders and consolidate the proxies to ensure the quorum.
- The Shareholders are encouraged to participate in the EOGM through Zoom facility organized by the Bank. In order to attend the EOGM through Zoom facility, the shareholders are requested to get themselves registered with the Company Secretary at least 24 hours before the time of EOGM at the following e-mail address:

Email address: ecgm2021@bankislami.com.pk

- The shareholders are requested to provide the information as per below format. The details of the Zoom facility will be sent to the shareholders on the email address provided in the below table:

Sr. No.	Name of the shareholder	CNIC Number	Folio Number	Cell Number	Email address

The login facility will be opened at 2:15 p.m. on February 11, 2021 enabling the participants to join the proceedings which will start at 2:30 p.m. sharp.

By Order of the Board

Muhammad Shoab
Company Secretary

Karachi: January 21, 2021

STATEMENTS UNDER SECTION 134(3) OF THE COMPANIES ACT 2017

These statements set out the material facts concerning the resolutions contained in the Notice pertaining to the special business to be transacted at the Extraordinary General Meeting of the Bank to be held on, February 11, 2021.

Disposal of BankIslami Modaraba Investments Limited:

BankIslami Modaraba Investments Limited ('BMIL') is a wholly-owned subsidiary of the Bank. BMIL was incorporated on January 22, 1986 as a public unquoted company under the Companies Ordinance, 1984 (replaced now with the Companies Act, 2017). Subsequently, it was registered as a Modaraba Company with the Registrar of Modaraba Companies and Modarabas, under the Modaraba Companies and Modaraba (Floatation and Control) Ordinance, 1980. Currently, BMIL is the Modaraba Management Company of 'Modaraba Al-Mall'.

The Board of Directors of the Bank, subject to the provisions of Section 183 of the Companies Act, 2017 and all other applicable provisions of the law, approved the disposal of BMIL and the process of due diligence of the disinvestment and sale of BMIL. After an extensive due diligence process, appropriate buyer, namely, Mr. Atique Ahmad Khan has been selected to complete the transaction. Mr. Atique Ahmad Khan is the Chief Executive Officer of Ghani Gases Limited since its incorporation in 2007. He is a qualified mechanical and electrical engineer and is one of the promoters/sponsors of the Ghani Global Group. Mr. Atique belongs to a family having a rich history of 40 years in diversified sectors involving mining, textiles, industrial & medical gases, glass, chemicals, construction, food and trading.

Mr. Atique Ahmad Khan by virtue of the share purchase agreement executed with the Bank, has agreed to purchase 100% shares of BMIL, either by himself and/or through his nominee, for a total consideration of PKR 90,000,000/- (Pakistani Rupees Ninety Million only), subject to Members' and all applicable corporate and regulatory consents and approvals, including the State Bank of Pakistan, Securities and Exchange Commission of Pakistan and Competition Commission of Pakistan.

Disposal of BIPL Securities Limited:

BIPL Securities Limited ('BIPLS') is a subsidiary of the Bank, holding 77.12% shares of BIPLS. BIPLS was incorporated on October 24, 2000 under the repealed Companies Ordinance, 1984 (replaced now with Companies Act, 2017) and commenced its operations effective January 1, 2003, on the transfer of assets and liabilities of the securities segment of the then Khadija Ali Shah Bukhari and Company Limited under a Scheme of Arrangement approved by the High Court of Sindh. The shares of the Company are listed on the Pakistan Stock Exchange Limited (PSX). BIPLS is licensed as a brokerage company by the Securities and Exchange Commission of Pakistan and provides brokerage services in respect of equities, money market, forex and commodities, forex services corporate finance and advisory services, and research services.

The Board of Directors of the Bank, subject to the provisions of Section 183 of the Companies Act, 2017 and all other applicable provisions of the law, approved the disposal of BIPLS and the process of due diligence of the disinvestment and sale of BIPLS. After conducting extensive due diligence process and running a competitive bidding process in which three parties had participated, M/s AKD Securities Limited being the highest bidder has been selected as the potential buyer for the purposes of the sale transaction. M/s AKD Securities Limited has a market leading position in brokerage and investment banking activities. It is a TREC holder of the PSX and a pioneer in online brokerage trading.

M/s AKD Securities Limited, a leading brokerage company, has, by virtue of the share purchase agreement executed with the Bank, agreed to purchase the Bank's entire shareholding (i.e. 77.12% shares) in BIPLS for a total consideration of PKR 663,210,500/- (Pakistani Rupees Six Hundred and Sixty Three Million, Two Hundred and Ten Thousand and Five Hundred Only) calculated at a per share price of PKR 8.60, subject to applicable corporate and regulatory consents and approvals, including that of the Members, the State Bank of Pakistan, Securities and Exchange Commission of Pakistan and Competition Commission of Pakistan. Insofar as M/s. AKD Securities Limited will be acquiring more than fifty (50%) percent of BIPLS (a listed company); the sale of the Bank's shares will only be consummated after M/s. AKD Securities Limited has conducted a tender offer in accordance with applicable laws.

Other Considerations

The Directors of the Bank have undertaken that they have carried out necessary due diligence process for the proposed divestment before making recommendation for approval of the Members. In this regard, the Bank appointed a professional firm, M/s KPMG Taseer Hadi & Co. as an adviser to conduct valuation of BMIL and BIPLS, and identify interested parties. A duly signed recommendation of the due diligence report shall be made available for inspection of members in the EOGM along with the latest financial statements of BMIL and BIPLS. Members who would be joining through Zoom facility may request the copies by sending an email at eogm2021@bankislami.com.pk.

The Directors of the Bank have no personal interest in above business, save to the extent of their respective shareholding in the Bank and payment of remuneration.

Following is the present shareholding of the Directors of BankIslami Pakistan Limited:

Shares held by Directors and their Spouses of BankIslami Pakistan Limited	As at December 31, 2020	Shares held by Directors and their Spouses of BankIslami Pakistan Limited	As at December 31, 2020
Mr. Ali Hussain*	219,893,560	Dr. Lalarkh Ejaz	500
Dr. Amjad Waheed	550	Mr. Syed Ali Hasham	501
Mr. Sulaiman Sadruddin Mehdli	1,000	Mr. Siraj Dadabhoy	5,500
Mr. Haider Ali Hilaly	1,000	Mr. Syed Amir Ali	-

*Mr. Ali Hussain is beneficial owner of SAJ Capital Management Limited, which holds 50,293,194 shares in BankIslami Pakistan Limited.

The Board of Directors of the Bank have confirmed that the proposed sale of BMIL and BIPLS is in line with the applicable provisions of the law and regulatory framework. The decision was taken purely on commercial considerations.

Material Facts covering the sale of BMIL and BIPLS as required under S.R.O. 423(I)/2018 dated April 03, 2018 issued by the Securities & Exchange Commission of Pakistan ('SECP') are as under:

i)	Name of the subsidiary:	BankIslami Modaraba Investments Limited ('BMIL')	BIPL Securities Limited ('BIPLS')
ii)	Cost and book value of investment in subsidiary:	As at September 30, 2020: Cost: PKR 191.015 million Net Book Value: PKR 78.608 million	As at September 30, 2020: Cost: PKR 2,395.937 million Net Book Value: PKR 522.801 million
iii)	Total market value of subsidiary based on value of the shares of the subsidiary company: - In case of listed subsidiary company: quoted price of shares of subsidiary on day of decision of the board for disposal - In case of unlisted subsidiary: value determined by a registered valuer, who is eligible to carry out such valuation along with name of the valuer	As at December 31, 2019: Value of the shares of BMIL as determined by a Registered Valuer: PKR 81.4 million Name of the Valuer: KPMG Taseer Hadi & Co.	As at April 24, 2019: Market value per share: PKR 3.83/- Market value of 77,117,500 shares: PKR 295,360,025/-
iv)	Net worth of subsidiary as per latest audited financial statements and subsequent interim financial statements, if available:	Net worth of 100% shares As at June 30, 2020: PKR 78.979 million As at September 30, 2020: PKR 87.225 million	Net worth of 77.12% shares As at December 31, 2019: PKR 590.999 million As at September 30, 2020: PKR 599.990 million
v)	Total consideration for disposal of investment in subsidiary, basis of determination of the consideration and its utilization:	PKR 90.0 million. Price determined on the basis of highest bid submitted as part of the bidding process and in light of due diligence and market valuation. Further, it will provide additional liquidity to the Bank for the utilization of other profitable avenues.	PKR 663.211 million. Price determined on the basis of highest bid submitted as part of the bidding process and in light of due diligence and quoted price. Further, it will provide additional liquidity to the Bank for the utilization of other profitable avenues.
vi)	Quantitative and qualitative benefits expected to accrue to the members:	The proposed sale of subsidiary will help the Bank in strengthening its capital base. Further, it will provide additional liquidity to the Bank for the utilization of other profitable business avenues.	The proposed sale of subsidiary will help the Bank in strengthening its capital base. Further, it will provide additional liquidity to the Bank for the utilization of other profitable business avenues. Further, the Shariah Board of the Bank has advised to dispose-off BIPLS as the large portion of revenue of BIPLS comprises of revenue earned from dealing in shares/securities and other brokerage activities which are not in compliance with Shariah rules. Hence, the subject sale will resolve the observation by the Shariah Board of the Bank.

2-	To approve revised Remuneration Policy for the Board of Directors' & Members of the Board Committees as required by SBP in BPRD Circular No 03 of 2019 dated August 17, 2019.
	<p>The Board of Directors in their meeting held on December 23, 2020 has approved revised Policy on remuneration to the Chairman, Independent Directors and Non-Executive Directors for attending meetings of the board of directors and meetings of the committees of the Board. In the attached policy the Board has approved increase in the remuneration of Non-Executive Directors from Rs 100,000 to Rs 200,000/-, with this increase the remuneration of Independent Directors and Non-Executive Directors will be same. The Board has also approved Rs 100,000/- remuneration for the members of the BoD committees for attending BoD committee meetings.</p> <p>"The Chairman, Independent Directors and Non-Executive Directors are Interested in the Special Business to the extent of the proposed remuneration of the Chairman, Independent Directors and Non-Executive Directors as stipulated in the policy. Other than that the Directors have no interest in the Special Business."</p>

Notes:

1. The Members' Register will remain closed from February 5, 2021 to February 11, 2021 (both days inclusive).
2. A member eligible to attend and vote at this meeting may appoint proxy to attend and vote in the meeting.
3. Proxies in order to be effective must be received at the registered office of the Bank not less than 48 hours before the time of the meeting.
4. Central Depository Company of Pakistan ("CDC") Account holders will further have to follow the under mentioned guidelines as laid down by Circular No. 01, dated January 28, 2000, issued by the Securities and Exchange Commission of Pakistan:

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 CDC 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.
- ii. 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 the Meeting.

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 details are uploaded as per the CDC 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 copy 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 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 along with proxy form of the Bank.
5. Members are requested to promptly notify CDC Share Registrar Services Limited, CDC House, 99 – B, Block 'B', S.M.C.H.S., Main Shahra-e-Faisal, Karachi-74400 of any change in their address.
 6. The Shareholders having physical shareholding may open CDC sub-account with any of the brokers or Investors Account directly with CDC to place their physical shares into scrip-less form, this will facilitate them in many ways including safe custody and sale of shares, any time they want, as the trading of physical shares is not permitted as per existing regulations of the Stock Exchange. Further, Section 72 of the Companies Act 2017 states that after the commencement of the Act from a date notified by SECP, a company having share capital, shall have shares in book-entry form only. Every existing company shall be required to replace its physical shares with book entry form in a manner as may be specified and from the date notified by SECP, within a period not exceeding four years from the commencement of the Act.
 7. Section 242 of the Companies Act 2017 requires that the listed companies shall pay cash dividend only through electronic mode directly into the bank account designated by the shareholders. SECP vide its notification SRO 1145 (I)/2017 has also issued the Companies (Distribution of Dividends) Regulations, 2017 whereby every shareholder shall be responsible to provide valid information pertaining to its designated bank account to disburse any dividend payable in cash only through electronic mode directly into the bank account designated by the entitled shareholders.

In this regards, Bank has already communicated through its letters addressed to the shareholders individually along with newspapers publications requesting to provide the International Bank Accounts Number ("IBAN") designated by the shareholders to receive the cash dividends electronically. Hence, shareholders are requested to fill the required fields of Bank's letter available on website of the Bank: www.bankislami.com.pk and send the same to the Share Registrar and Transfer Agent of the Bank. In case of shares held as book-entry securities, the said information would be required to be provided to Central Depository System ("CDS") through CDS Participants. (Please Ignore, if the said information has already been provided).

Consent for Video Conference Facility

For this Extraordinary General Meeting, under following conditions, Members can also avail video conference facility at Lahore & Islamabad.

Pursuant to SECP Circular No. 10 of 2014 dated May 21, 2014, if the Bank receives consent from members holding in aggregate 10% or more shareholding residing at a geographical location, to participate in the meeting through video conference at least 10 days prior to date of meeting, the Bank will arrange video conference facility in that city subject to availability of such facility in that city.

The Company will intimate members regarding venue of video conference facility at least 5 days before the date of general meeting along with complete information necessary to enable them to access such facility.

In this regard, members who wish to participate through video conference facility at Lahore & Islamabad should send a duly signed request as per following format to the registered address of the Bank at least 10 days before the date of general meeting.

I/We, _____ of _____, being a member of BankIslami Pakistan Limited, holder of _____ ordinary share(s) as per Registered Folio No./ CDC Account No: _____ hereby opt for video conference facility at _____.

Signature of Member

کراچی۔ 21 جنوری 2021ء

کمپنیز ایکٹ 2017 کی دفعہ (3) 134 کے تحت بیانات

ان بیانات میں 11 فروری 2021ء کو مقدمہ ہونے والے چیک کے غیر معمولی اجلاس امام کے متوجع ہو کر پیش روئیں کے انعقاد سے متعلق ٹیس میں ڈاکٹر اربو سے متعلق مادی حقائق بیان کئے گئے ہیں۔

وہنگہ اسلامی سٹارباؤلسٹ ایڈوکیٹ کی ہمدردی

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جناب عالی! میں نے ایک سال سے ہوائی کے سفر کی ضرورت محسوس کی ہے۔ میں نے اپنی کمپنی کے لیے ایک ایئر لائن کی بنیاد ڈالی ہے۔ میں نے اپنی کمپنی کے لیے ایک ایئر لائن کی بنیاد ڈالی ہے۔ میں نے اپنی کمپنی کے لیے ایک ایئر لائن کی بنیاد ڈالی ہے۔

لی آئی پہلے ایک شریعت کی ضرورت کی :

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وینک شراپے جھلارے صردار می اور معاوضہ کی ادا بخشی کے متعلق یہ ایک مسئلہ افریکٹر کو کوئٹہ گورنر ادا کار و بار میں کوئی ذرا دلچسپی نہیں ہے۔

یونٹ اسلامی پاکستان لیڈ کے ڈاکٹر کلر زکی ہوجوہر شیخ ہونگ درج ذیل ہے۔

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* جناب علی حسین ایس اے جی کھٹولہ جمنٹ کے سہیل فیصل اور ملک جس کے چیک اسلامی پاکستان بلڈ ٹرسٹ 50,293,194 فیصد زریعہ۔

ہیک کے ہوا آواز اور پیکرز نے بعد ازاں کی ہے کہ ابی اہم آئی اور ابی آئی ابی اہم کی گانہ اور فروخت کا توان اور بیگور کی فرم کرک کی قبل اطلاق وعات کے مطالب ہے۔ یہ فیصلہ مکمل طور پر قوانین اور فورم کے ہاں کیا ہے۔

یہ ایک قابلِ اہل اور قابلِ اہل انیس کے خدو و خال کا مطالعہ کرنے والے سامع کو متاثر کرے گا کہ کس طرح لڑا جائے گا (کچھ مضمون) آج کا مکتبہ کی چالیس سو سو 3 پر 2018ء کو ہمارے کورس آراء 423 (آئی) 2018ء کے تحت رزائے اور پھر (آئی) 2018ء

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