

The Nation 07-07-2023

## INVEST CAPITAL INVESTMENT BANK LIMITED Notice of Extra Ordinary General Meeting

Notice is hereby given that an Extra Ordinary General Meeting of the Company will be held at ICMA Pakistan's Auditorium, Main Campus, Gulshan-e-Iqbal, Karachi on Monday, July 31, 2023 at 3:00 P.M and also through available electronic means to transact the following business:

- To confirm the minutes of the 30th Annual General Meeting held on 27th October 2022.
- To elect 7 (Seven) Directors of the Company as fixed by the Board in its meeting held on 27th April 2023, for a period of three years commencing from July 31, 2023 in accordance with the provisions of the Section 159 of the Companies Act, 2017. The following are the retiring Directors:
  1. Mr. Muhammad Asif
  2. Mrs. Ayesha Shehryar
  3. Mr. Muhammad Qasim
  4. Mr. Zahir Qamar
  5. Mrs. Fiza Zahid
  6. Mr. Shahab Ud Din Khan
  7. Mr. Ashar Saeed
- To transact any other business with the permission of the Chair.

Date: July 07, 2023  
Place: Karachi

By order of the Board  
**M. Naim Ashraf**  
Company Secretary

### NOTES:

#### 1. Closure of Share Transfer Book

The Members' Register will remain closed from 24th July 2023 to 31st July 2023 (both days inclusive). Transfers received in order at the office of the Share Registrar of the Company by the close of business on 22nd July, 2023 will be treated in time for the 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 of the Companies Act, 2017 (the Act) requires that a statement of material facts 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 in accordance with 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 Companies Act, 2017.

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) Regulations, 2018 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. Their selection will be made keeping in view their respective competencies, skill, knowledge and experience.

Any person who seeks to contest for election as a director shall file with the Company not later than fourteen days before the date of the meeting, a notice of his / her intention to offer himself / herself for election as director together with his / her consent to act as director in Form-28 under section 159 of the Companies Act, 2017.

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

The 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 [naim.ashraf@icibl.com](mailto:naim.ashraf@icibl.com). Such Members are requested to register by providing their credentials as follows with subject "Registration for ICIBL's EOGM":

Name of Share holder	No of Share Holder	Folio No. CDC Acc. No.	CNIC Scanned copy	With	Mobile No.	Email ID
----------------------	--------------------	------------------------	-------------------	------	------------	----------

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.

#### 4. Video Conferencing Facility

In accordance with the provisions of the Companies Act, 2017, if the Company receives consent from the members holding in aggregate 10% or more shareholding, residing in a city other than Karachi, to participate in the meeting through video conference at 14 days prior to the date of the EOGM, the Company will arrange video conference facility in that city subject to availability of such facility in that city. In this regard, a formal request must be submitted at the registered address of the Company or through email at [naim.ashraf@icibl.com](mailto:naim.ashraf@icibl.com).

#### 5. Proxies

The instrument appointing proxy and the power of attorney or other authority, under which it is signed or a notarially certified copy of the power of attorney must be deposited at the office of Share Registrar of the Company, M/S CorpTec Associates (Private) Limited, 503-E, Johar Town, LAHORE at least 48 hours before the meeting.

The CDC account holders will further have to follow the guidelines as laid down by the Securities & Exchange Commission of Pakistan.

#### 6. Conversion of Physical Shares into Book-Entry Form

Pursuant to section 72(2) of the Companies Act, 2017 all the shareholders holding shares in physical form are again requested to convert their shares into book-entry form. The list of such shareholders is available at our website [www.icibl.com](http://www.icibl.com).

#### 7. Members

Are requested to notify any change in their addresses immediately to the Share Registrar of the Company.