

**THE KARACHI STOCK EXCHANGE (GUARANTEE) LIMITED**

KSE/N-1383

**NOTICE**

March 08, 2010

**FAYSAL BANK LIMITED**

Source: "BUSINESS RECORDER" Dated: March 06, 2010

**NOTICE OF THE 15TH ANNUAL GENERAL MEETING**

Notice is hereby given that the 15th Annual General Meeting of Faysal Bank Limited (FBL) will be held on Monday, 29 March 2010 at 8:30 a.m. at Jinnah Auditorium, Institute of Bankers of Pakistan, Moulvi Tamizuddin Khan Road, Karachi, to transact the following business:

**ORDINARY BUSINESS:**

1. To confirm minutes of the 14th Annual General Meeting held on 27 March 2009.
2. To receive and adopt Annual Audited Accounts (Stand-alone and consolidated), Statement of Compliance with Code of Corporate Governance of FBL for the year ended 31st December 2009 together with the Directors' and Auditors' Reports thereon.
3. To appoint External Auditors for the ensuing year 2010 and to fix their remuneration.

**SPECIAL BUSINESS:**

4. To consider and approve FBL's strategic investment up to PKR. 1.0 billion in funds of Faysal Asset Management Limited and pass the following special resolution as required by Section 208 of the Companies Ordinance 1984 with or without modification:-  
"Resolved that subject to all regulatory approvals, Faysal Bank Limited's (FBL) Strategic Investment for PKR 1.0 billion in the funds of Faysal Asset Management Limited, an associated company of FBL, be and is hereby approved".
5. To consider and approve, subject to all regulatory approvals, Faysal Bank's investment for acquisition of 19.98% shares of Faysal Asset Management Limited (FAML) on the book value of shares from Aqeel Karim Dhedhi Securities (Pvt.) Limited (AKD) by FBL and pass the following Special Resolutions as required by Section 208 of the Companies Ordinance 1984 with or without modification.
  - i) **RESOLVED** that subject to regulatory approvals, Faysal Bank's investment in equity for acquisition of 19.98% shares of Faysal Asset Management Limited on the book value of shares from Aqeel Karim Dhedhi Securities (Pvt.) Limited, be and is hereby approved.
  - ii) **FURTHER RESOLVED** that for the purpose of giving effect to this Special Resolutions; 1) the President & CEO and / or 2) the Company Secretary and Head of Legal and / or 3) Chief Financial Officer of the Bank be and are hereby singly and jointly authorised to take all necessary actions and do all acts, deeds and things in the matter.
6. To Consider and approve the amount of remuneration paid to the Non-Executive Directors of FBL during the year 2009 for attending the Board meetings/Sub-Committees and scale of Remuneration to be paid to the each Non-Executive Directors of FBL for attending the Board Meeting/Sub-Committees and in that connection to pass the following resolutions as special resolutions, with or without modification, addition or deletion:

**RESOLVED THAT:**

- i) The amount of remuneration of PKR 1,450,000/- (One Million Four Hundred Fifty Thousand only) paid to Non-Executive Directors of the Bank during the year 2009 for attending the Board Meetings/Sub-Committees, be and is hereby confirmed and approved.
- ii) The Remuneration to be paid to Non-Executive Directors for the ensuing year 2010 for attending each Board Meeting @ US Dollar (Equivalent in PKR) 4,000/-, Sub-Committee Meetings @ 3,000/- and Chairman of the Board @ 5,000/-, be and is hereby approved and confirmed.

7. To transact any other Business with the permission of the Chairman.

By the order of the Board

Raza Mohsin Qizilbash  
Company Secretary &  
Head of Legal

Karachi: 24 February 2010

**NOTES:**

1. The Share Transfer Books of the Bank shall remain closed from 19 March 2010 to 29 March 2010 (both days inclusive). Transfer received at the Registrar and Share Transfer Agent of the Bank, by the close of business on 18 March 2010 will be treated in time.
2. A member entitled to attend and vote at the above Annual General Meeting is entitled to appoint another member as a proxy to attend and vote on his/her behalf, save that a corporation being a member may appoint as its proxy or officer of such corporation whether a member of the company or not. This instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of the power or authority shall be deposited at the office of M/s. Noble Computer Services (Pvt.) Limited, Mezzanine Floor, House of Habib Building (Siddiqsons Tower), 3 Jinnah Co-operative Housing Society, Main Shahrah-e-Faisal, Karachi-75350, the Registrar and Share Transfer Agent of the bank not later than 48 hours before the time of holding the meeting, and must be duly stamped, signed and witnessed.
3. The CDC Account Holders and Sub-account Holders, whose registration details are available in the Share Book Details Reports shall be required to produce their respective original Computerized National Identity Card (CNIC) or original passport at the time of attending the Annual general Meeting to facilitate identification. Such Account Holders and Sub-Account Holders should also bring/know their respective participation I.D. No. and the CDC Account No. in case of proxy, he/she must enclose an attested copy of his/her CNIC or passport. Representative(s) of corporate member(s) should bring usual documents required for such purpose.
4. Members are required to timely notify any change in their address to Bank's Registrar/Share Transfer Agent M/s. Noble Computer Services (Pvt.) Limited, Mezzanine Floor, House of Habib Building (Siddiqsons Tower), 3 Jinnah Co-operative Housing Society, Main Shahrah-e-Faisal, Karachi-75350.

Statement of Material Facts under Section 160(1)(b) of the Companies Ordinance 1984 relating to said Special Business have been dispatched to shareholders along with Annual Audited Accounts 2009.