

Notice of 20th Annual General Meeting (AGM XX)
First Dawood Investment Bank Limited

Notice is hereby given that the AGM XX of First Dawood Investment Bank Limited will be held at its Registered Office, B.R.R Tower, Hassan Ali Street, Off: I.I. Chundrigar Road, Karachi on Friday, October 31, 2014 at 5:00 p.m. to transact the following business:

Ordinary Businesses

1. To confirm the minutes of XIX Annual General Meeting held on October 24, 2013.
2. To receive, consider and adopt the Audited Financial Statements of the Company for the year ended June 30, 2014 together with Directors' and Auditors' Reports thereon.
3. To consider the re-appointment of External Auditors and to fix their remuneration for the financial year ending June 30, 2015.

Special Business

4. To consider and if thought fit pass, special resolution to approve enhancement of authorized capital upto Rs.2,250,000,000/- (Rupees Two billion two hundred fifty million only) to accommodate conversion of preference shares into ordinary shares and pass the Proposed Special Resolution, with or without modification, subject to necessary procedural and regulatory Compliance.
5. Any other business with the permission of the Chair.

By Order of the Board

October 09, 2014
Karachi

Naveed Ahmed
Company Secretary

Notes:

1. The share transfer books of the Company shall remain closed from October 24, 2014 to October 31, 2014 (both days inclusive). Shareholders are requested to notify to our Share Registrar FD Registrar Services (SMC-Pvt.) Ltd at 1705, 17th Floor, Saima Trade Tower-A I.I. Chundrigar Road, Karachi, if any change of address immediately.
2. A member entitled to attend and vote at this meeting may appoint a proxy to attend and vote on his/her behalf. No person other than a member shall act as proxy. Proxy forms, in order to be effective, must be received at the Registered Office, duly stamped and signed not less than 48 hours before the meeting.
3. The CDC account/sub-account holders are requested to bring with them their computerized National ID Cards (CNIC) along with Participant(s) ID number and their account numbers at the time of attending this meeting in order to facilitate identification of the respective shareholder(s). In respect of corporate entity, the Board of Directors Resolution/Power of Attorney with specimen signatures be produced at the time of meeting.

Statement under Section 160 (1) (b) of the Companies Ordinance, 1984

Item 4

The Board of Directors of the Company had decided in their meeting to increase authorized capital of the Company into Ordinary and Preference shares for the purpose of issuance of ordinary shares upon conversation of preference shares and otherwise.

Proposed Special Resolution

“RESOLVED that: the Authorized Capital of the company be and is hereby increased from Rs.1,500,000,000/- (Rupees One billion five hundred million only) divided into =75,000,000=- (Seventy Five Million Only) ordinary shares of Rs:10/-each and =75,000,000=- (Seventy Five Million Only) preference shares to Rs.2,250,000,000/- (Rupees Two billion two hundred fifty million only) divided into =150,000,000=- (One Hundred Fifty Million Only) ordinary shares of Rs:10/-each and =75,000,000=- (Seventy Five Million Only) preference shares of Rs:10/-each and clause V of Memorandum of Association and Article 5 of Article of Association of the Company be and hereby amended and substituted to be read as under:

CLAUSE V OF THE MEMORANDUM OF ASSOCIATION

The Authorized share capital of the company is Rs.2,250,000,000/- (Rupees Two billion two hundred fifty million only) divided into =150,000,000=- (One Hundred Fifty Million Only) ordinary shares of Rs:10/-each and =75,000,000=- (Seventy Five Million Only) preference shares of Rs:10/each. The Ordinary shares and preference shares have respective rights and benefits given in the Articles of Association of the Company. The Company Shall have power to increase or reduce the capital and to consolidate or sub-divide the shares and issue shares of different kind or classes therein of higher or lower denominations in such manner as may be determined by or in accordance with the regulations of the Company and subject to applicable laws.

ARTICLE 5 OF THE ARTICLES OF ASSOCIATION

The Authorized share capital of the company is Rs.2,250,000,000/- (Rupees Two billion two hundred fifty million only) divided into =150,000,000=- (One Hundred Fifty Million Only) ordinary shares of Rs:10/-each and =75,000,000=- (Seventy Five Million Only) preference shares of Rs:10/each. The Ordinary shares and preference shares have respective rights and benefits given in the Articles of Association of the Company. The Company Shall have power to increase or reduce the capital and to consolidate or sub-divide the shares and issue shares of different kind or classes therein of higher or lower denominations in such manner as may be determined by or in accordance with the regulations of the Company and subject to applicable laws.