



Notice of Annual General Meeting (AGM XXII) First Dawood Investment Bank Limited

Notice is hereby given that the AGM XXII 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 Monday, October 24, 2016 at 9:00 a.m. to transact the following business:

Ordinary Businesses

1. To confirm the minutes of XXI Annual General Meeting held on October 31, 2015.
2. To receive, consider and adopt the Audited Financial Statements of the Company for the year ended June 30, 2016 together with Directors' and Auditors' Reports thereon.
3. To consider the appointment of External Auditors and to fix their remuneration for the financial year ending June 30, 2017.
4. To elect seven directors of the Company as fixed by the Board of Directors. The following are the retiring directors and are eligible to offer themselves for re-election:
 1. Mr. Rafique Dawood
 2. Mr. Ayaz Dawood
 3. Mr. Asad Hussain Bokhari
 4. Mr. Khurshid Abul Khair
 5. Mr. Abu Khursheed M. Ariff

5. SPECIAL BUSINESS

Ordinary Resolutions:

1. Transmission of Annual Accounts

To give effect of S.R.O 470(I)2016 dated May 31, 2016 of the Securities & Exchange Commission of Pakistan ("SECP") shareholder's approval is being sought to allow the Company to circulate its Annual Report through CD/DVD/USB to all members. The Company, however, shall place on its website a standard Request Form to enable intimation to the Company by those members who require hard copy of the Annual Report instead of through CD/DVD/USB. In this regard, the following resolutions are proposed to be passed as Ordinary Resolutions.

RESOLVED that the Company may transmit the annual balance sheet and profit and loss account, auditor's report and director's report, to its members through CD/DVD/USB instead of hard copy at their registered addresses.

FURTHER RESOLVED THAT the standard Request Form be and is hereby placed on Company's website for the purpose of communication of the requisition of annual audited accounts through hard copy.

6. Special Resolutions:

2. Amendment in Article of Association

The Securities & Exchange Commission of Pakistan has issue the Companies (E-Voting) Regulations, 2016 (the "Regulations") on January 22, 2016 vide S.R.O 43(I)/2016 which allows both members and non-members to take part in decision making in the general meeting of the Company through electronic means through an intermediary.

In order to comply with the Regulations, the existing Articles of Association (AOA) of the Company needs to be amended.



To consider, propose and if thought fit, pass with without modification, the Special Resolutions to amend the existing Articles of Association by addition of the following new paragraph in Article 52 and reword Article 57 in order to bring the effect of the Companies (E-Voting) Regulations, 2016.

RESOLVED THAT the following new paragraph be and is hereby added in the existing Article 52 of the AOA of the Company to be read as follows:

52.Votes of Members

"The provisions and requirements for e-voting as prescribed by the SECP from time to time shall be deemed to be incorporated in these Articles of Association, irrespective of the other provisions of these Articles and notwithstanding anything contradictory therein".

FURTHER RESOLVED THAT the existing Article 57 be and is hereby reworded to be read as follows:

57.Form of Proxy

"An instrument appointing a proxy shall be in the form specified in Regulation 39 of the Table 'A' in the First Schedule to the Ordinance or Schedule II of the Companies (E-Voting) Regulations, 2016 or in any other form which the Directors may approve."

FURTHER RESOLVED THAT the Chief Executive Officer and the Company Secretary be and are hereby singly authorized to take or cause to be taken any and all actions necessary and incidental for the purposes of altering the Articles of Association of the Company and make necessary submissions and complete legal formalities, as may be required to implement the aforesaid Special Resolutions"

7. Any other Business with the permission of the Chair.

By Order of the Board

October 03, 2016
Karachi

Syed Musharaf Ali
CFO & Company Secretary

Notes:

1. The share transfer books of the Company shall remain closed from October 17, 2016 to October 24, 2016 (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. Any person who seeks to contest the election of the office of Directors shall at the Registered office of the Company, file not later than fourteen days before the date of meeting a notice of his intention to offer himself for election as a director in terms of Section 178(3) of the Companies Ordinance, 1984, subject to approval of the Securities & Exchange Commission of Pakistan.
3. 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.
4. 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**

This statement is annexed to the notice of the Annual General Meeting of First Dawood Investment Bank Limited (hereinafter referred to as the "Company") to be held at its Registered Office, B.R.R. Tower, Hassan Ali Street, Off: I. I. Chundrigar Road, Karachi on Monday, October 24, 2016 at 9:00 a.m. and sets out material facts concerning the special business to be transacted at the Annual general meeting.

The board of directors of the Company ("the Board") have called the above-stated meeting to discuss and put to vote vide a special resolution the following matter:

5 (1) Transmission of Annual Accounts

To give effect of S.R.O 470(I)2016 dated May 31, 2016 of the Securities & Exchange Commission of Pakistan ("SECP") shareholder's approval is being sought to allow the Company to circulate its Annual Report through CD/DVD/USB to all members. The Company, however, shall place on its website a standard Request Form to enable intimation to the Company by those members who require hard copy of the Annual Report instead of through CD/DVD/USB.

6 (2) Amendment in Article of Association

To give effect of the Companies (E-Voting) vide S.R.O 43(I)/2016, the shareholders' approval is being sought to amend the Articles of Association of the Company to enable e-voting which will give the members option to be part of the decision making in the general meeting of the Company through electronic means.

52.Votes of Members

"The provisions and requirements for e-voting as prescribed by the SECP from time to time shall be deemed to be incorporated in these Articles of Association, irrespective of the other provisions of these Articles and notwithstanding anything contradictory therein".

57.Form of Proxy

"An instrument appointing a proxy shall be in the form specified in Regulation 39 of the Table 'A' in the First Schedule to the Ordinance or Schedule II of the Companies (E-Voting) Regulations, 2016 or in any other form which the Directors may approve."

Statement with respect to the interest of any of the directors of the Company in relation to abovementioned matter:

Each director of the Company has notified to the board of directors that they have no interest in the transaction being contemplated by the Company as discussed above except to the extent of their shareholdings.

By Order of the Board
CFO & Company Secretary