INVEST CAPITAL INVESTMENT BANK LIMITED

ICIBL/AGM/PSX/2017/838

October 09, 2017

The General Manager,
Pakistan Stock Exchange Limited,
Stock Exchange Building, Stock Exchange Road,
KARACHI

SUBJECT: NOTICE OF 25th ANNUAL GENERAL MEETING

Dear Sir,

We are enclosing a copy of the Notice of 25th Annual General Meeting of Invest Capital Investment Bank Limited to be held on Tuesday, 31st October 2017 at 6.30 p.m at ICMA Pakistan's Auditorium, Main Campus, Gulshan-e-Iqbal, Karachi.

This notice will be published on 10th October 2017 in newspaper The Nation (English) and Naw-e-waqat (Urdu) and also will be placed at our website www.icibl.com.

You may please inform the TRE members of the Exchange accordingly.

Yours truly,

For Invest Capital Investment Bank Limited

M. Naim Ashraf
Company Secretary

cc: The Executive Director (Enforcement)
Securities & Exchange Commission of Pakistan
NIC Building, Jinnah Avenue
ISLAMABAD

Notice of 25th Annual General Meeting

Notice is hereby given that the 25th Annual General Meeting of the shareholders of INVEST CAPITAL INVESTMENT BANK LIMITED will be held at **6.30 p.m.** on **Tuesday, 31st October, 2017** at ICMA Pakistan's Auditorium, Main Campus, Gulshan-e-Iqbal, Karachi to transact the following business:

ORDINARY BUSINESS

1. To confirm the minutes of the Extra Ordinary General Meeting of the Shareholders held on 31st July 2017.

2. To receive, consider and adopt the audited financial statements together with the Directors' and Auditors' reports thereon for the year ended 30th June 2017. These audited financial statements have been placed on our website www.icibl.com.

3. To appoint auditors and fix their remuneration for the year ending 30th June, 2018. The present auditors M/s Deloitte Yousuf Adil, being eligible for reappointment have given their consent to act as auditors of the Company for the year 2017-18.

SPECIAL BUSINESS

4. To consider and if deemed fit, to pass the following special resolution with or without modification(s), addition(s) or deletion(s) to alter the Articles of Association of the Company in order to incorporate the effect of Companies (E-Voting) Regulations, 2016:

"**Resolved** that the existing Article 41 of the Articles of Association of the Company be and is hereby re-worded to be read as follows:

41. **QUORUM**

No business shall be transacted in any general meeting unless a quorum of the members is present at that time when the meeting proceeds to business. At least ten (10) members entitled and present personally or through video-link who represent not less than Twenty Five percent (25%) of the total voting power, either of their own account or as proxies shall be a quorum.

Further resolved that the following new article be and is hereby added after Article 47 of the Articles of Association of the Company to be read as follows:

47A. **ELECTRONIC VOTING**

The provisions and requirements for e-voting by the members at general meetings 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 re-worded to be read as follows:

57. **FORM OF PROXY**
An instrument appointing a proxy shall be in the form specified in Regulation 42 of the Table 'A' in the First Schedule to the Companies Act 2017 or Schedule II of the Companies (E-Voting) Regulations, 2016 or in any other form which the Directors may approve.

Further resolved that the Company Secretary be and is hereby 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"

(Statement under Section 134(3) of the Companies Act, 2017 relating to the special business is enclosed herewith.)

OTHER BUSINESS

5. To consider any other business with the permission of the Chair.

By Order of the Board

Lahore

October 10, 2017

M. Naim Ashraf
Company Secretary

NOTES:

1. The Members' Register will remain closed from 24th October 2017 to 31st October 2017 (both days inclusive). Transfers received in order at the office of the Share Registrar of the Company by the close of business on 23rd October 2017 will be treated in time.

2. A Member entitled to attend and vote at the General Meeting of Members is entitled to appoint a proxy to attend and vote on his/her behalf.

3. 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.

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

A- For attending the meeting:

(i) In case of individuals, the account holders or sub-account holders and/or the persons whose shares are in group accounts and their registration details are uploaded as per CDC Regulations shall authenticate their identity by showing their original Computerized National Identity Cards (CNICs) or original passports at the time of attending meeting.

(ii) In case of corporate entities, the Board of Directors resolution/ power of attorney with specimen signatures of the nominees shall be produced (unless it has been provided earlier) at the time of the meeting.

B- For appointing proxies :

(i) In case of individuals, the account holders or sub-account holders and/or the persons whose shares are in group accounts and their registration details are uploaded as per CDC Regulations shall submit the proxy forms accordingly.

(ii) The proxy form shall be witnessed by 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 owner and the proxy shall be furnished with the proxy form.

(iv) The proxy shall produce his/her original CNIC or original passport at the time of the meeting.

(v) In case of corporate entities, the Board of Directors resolution/ power of attorney with specimen signature of the person nominated to represent and vote on behalf of the corporate entity, shall be submitted (unless it has been provided earlier) along with proxy form to the Company.

5. Members are requested to notify any change in their addresses immediately to the Share Registrar of the Company.

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

This statement sets out the material facts pertaining to the special business to be transacted at the Annual General Meeting of the Company to be held on 31st October 2017.

AGENDA ITEM 4

The Securities and Exchange Commission of Pakistan has issued Companies (E-Voting) Regulations 2016 through SRO 43(1)/2016. The SECP has also laid down procedure for participation of the members in general meetings through video conferencing vide Circular No. 10 of 2014. In order to accommodate the above laws, the directors have, recommended to add / amend the relevant Articles of Association of the Company as follows:

41. **QUORUM**

No business shall be transacted in any general meeting unless a quorum of the members is present at that time when the meeting proceeds to business. At least ten (10) members entitled and present personally or through video-link who represent not less than Twenty Five percent (25%) of the total voting power, either of their own account or as proxies shall be a quorum.

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An instrument appointing a proxy shall be in the form specified in Regulation 42 of the Table 'A' in the First Schedule to the Companies Act 2017 or Schedule II of the Companies (E-Voting) Regulations, 2016 or in any other form which the Directors may approve.