



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

Notice is hereby given that the AGM XXV 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 Thursday, October 24, 2019 at 09:00 a.m. to transact the following business:

Ordinary Businesses

1. To confirm the minutes of XXIV Annual General Meeting held on October 26, 2018.
2. To receive, consider and adopt the Audited Financial Statements of the Company for the year ended June 30, 2019 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, 2020.
4. To elect seven directors of the Company as fixed by the Board of Directors under the provisions of section 159 of the Companies Act, 2017 for a period of three years, commencing from October 24th, 2019. The names of retiring Directors are:
 1. Mr. Christopher John Aitken Andrew
 2. Mr. Rafique Dawood
 3. Mr. Asad Hussain Bokhari
 4. Mr. Khurshid Abul Khair
 5. Mr. Abu Khursheed M. Ariff
 6. Mr. Syed Iqbal Hussain Rizvi
 7. Mr. Muhammad Saeed

Special Business:

5. To consider, approve and make divestment in associated companies' u/s. 199 (4) and pass the following resolution with or without modification, as recommended by the Directors.
6. To consider, approve and make investment by way of loan / Musharaka / placement in associated company (B.R.R. Guardian Modaraba) and if deemed fit, to pass the following special resolution under section 199 (1) of Companies Act 2017, with or without modification, as recommended by the Directors;
7. Any other Business with the permission of the Chair.

Statement under Section 166(3) of the Companies Act 2017 is annexed to the notice being sent to the members.

By Order of the Board

October 01, 2019
Karachi

Syed Musharaf Ali
CFO & Company Secretary

Notes:

1. The share transfer books of the Company shall remain closed from October 17, 2019 to October 24, 2019 (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. Un Claimed Bonus Shares

Shareholders who could not collect their bonus shares are advised to contact our share Registrar to collect / enquire about their unclaimed bonus shares, if any. In compliance with section 244 of the Companies Act 2017, after having the stipulated procedure, all such bonus shares outstanding for a period of three years or more from the date due shall be delivered to the SECP.

4. For Election of Directors

Any person who seeks to contest the election of Directors shall file with the Company at its registered office, not later than fourteen (14) days before the above said meeting his/her intention to offer himself/herself for the election of the Directors in terms of Section 159(3) of the Companies Act, 2017 together with:

I. Consent to act as director under Section 167(1) of the Act on a duly filled and signed FORM-28

II. Declaration for eligibility to act as director of listed company and awareness of duties and powers of directors under the Companies Act, 2017, Memorandum and Articles of Association of the Company, Rule Book of Pakistan Stock Exchange Limited and the Listed Companies (Code of Corporate Governance) Regulations, 2017 and other relevant laws and regulations.

III. Declaration of independence in terms of Section 166(2) of the Companies Act, 2017 as required under Listed Companies (Code of Corporate Governance) Regulations, 2017 (applicable only for person filing consent to act as independent director of the Company).

IV. A detailed profile along with office address for placement on the Company's website

V. Detail of other directorship and offices held

VI. Copy of valid CNIC (in case of Pakistan national) / Passport (in case of foreign national), and NTN & Folio No. /CDC Investors Account No./CDC Sub-Account No (applicable for person filing consent for the first time).

5. The CDC account holders will 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 computerized National Identity Card (CNIC) or original passport at the time of attending.

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

(iii) If the company receives consent from the members holding in aggregate at least 10% shareholding of total paid up capital residing in a city, to participate in the meeting through video-link at least 07 days prior to date of the meeting, the company will arrange facility of video-link in that city subject to availability of such facility in that city. To avail this facility, please provide the following information to our Registrar i.e. FD Registrar Services (SMC-Pvt.) Ltd.

(iv)

CONSENT FOR VIDEO CONFERENCING FACILITY

I/We, _____ of _____, being a member of First Dawood Investment Bank Limited, holder of _____ ordinary share(s) as per Registered Folio / CDC Account no. _____ hereby opt for video conference facility at _____.

Signature of the Member(s)

B. For Appointing Proxies:

(i) In case of individuals, the account holders or sub-account holders and or / 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 copies of CNIC or the passport of the beneficial owners and the proxy shall be furnished with the proxy forms.

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

(v) In respect of corporate entity, the Board of Directors Resolution/Power of Attorney with specimen signatures be produced at the time of meeting on behalf of entity.

6. Availability of Financial Statements and Reports on the Website:

The Annual Report of the Company for the year ended June 30, 2019 has been placed on the Company's website at the given link:
<http://www.firstdawood.com>



STATEMENT UNDER SECTION 166 (3) & 134 (3) OF THE COMPANIES ACT, 2017

This statement set out justification required concerning Agenda Item No. 4 (Election of Directors) and material facts pertaining to the special Business being item no. 05 and item no. 06 on the notice to be transacted at the 25th Annual General Meeting.

AGENDA ITEM NO.4

ELECTION OF DIRECTORS

In terms of Section 153 (1) of the Companies Act, 2017, the directors, in Board of Directors meeting have fixed the number of elected directors at Seven (7) to be elected at the Annual General Meeting ("AGM") for a period of three years.

Independent directors, required on the Board in terms of Regulation 6(1) of the Listed Companies (Code of Corporate Governance) Regulations, 2017, shall be elected through the process of election of directors in terms of section 159 of the Companies Act, 2017 and Articles of Association of the Company.

As regards the justification for choosing independent directors in terms of Section 166(3) of the Act, the candidates for independent director should be eligible for election as director of the listed company and meet the criteria of independence laid down under section 166(2) of the Companies Act, 2017.

SPECIAL BUSINESS

AGENDA ITEM NO.5

RESOLVED THAT the Company be and is hereby authorized to dispose-off the following mentioned number of shares of its associated companies to Mr. Rafique Dawood; his family and associates or any other person or Interested party, at the price i.e. breakup/ negotiated price whichever is higher at the date of sale transaction(s) will be made in one or more tranches subject to prior approval of commission under 7 2(c) of Rules 2003 to comply Regulation 19(g) of NBFC Regulations 2008:

Name of Company	No. of Shares to be sold upto	Holding
B.R.R Investment (Private) Limited	4,762,100	41.63%

"RESOLVED further that the Chief Executive and Company Secretary be and are hereby authorized severally to do all acts, deeds and things necessary to implement this Resolution and also empowered to make amendments/modifications to the Resolution as may be required and such amendments/modifications shall also be deemed as having been approved by shareholders"

AGENDA ITEM NO.6

RESOLVED THAT the Company be and is hereby authorized to for the purpose of section 199 of the Companies Act, 2017 to make investment of Rs. 50.0 million by way of loan /Musharaka / placement for the period up to (01) one year on roll over basis in B.R.R. Guardian Modaraba.

Information required to be disclosed to the members under the Companies (investment in associated companies or associated undertakings) Regulations, 2017, as follows:

Name of the associated company	B.R.R. Guardian Modaraba																		
Earnings Per Share for the last three years	June 30, 2016 Rs.0.60 June 30, 2017 Rs.2.17 June 30, 2018 Rs.0.75																		
Break-up value per share, based the latest audited financial statements.	June 30, 2018 Rs.16.12																		
Financial position, including main items of statement of financial position and profit and loss account on the basis of its latest financial statements for the period ended June 30, 2018.	<table border="1"> <thead> <tr> <th></th> <th>Rs. in million</th> </tr> </thead> <tbody> <tr> <td>i) Operating income</td> <td>265.66</td> </tr> <tr> <td>ii) Other income</td> <td>11.65</td> </tr> <tr> <td>iii) Amortization on Ijarah assets</td> <td>39.68</td> </tr> <tr> <td>iv) Financial charges</td> <td>11.84</td> </tr> <tr> <td>v) Administrative expenses</td> <td>139.45</td> </tr> <tr> <td>vi) Reversal of Provision of doubtful debts</td> <td>(38.18)</td> </tr> <tr> <td>vii) Unrealized loss / (gain) on revaluation</td> <td>60.85</td> </tr> <tr> <td>viii) Net Profit</td> <td>64.92</td> </tr> </tbody> </table>		Rs. in million	i) Operating income	265.66	ii) Other income	11.65	iii) Amortization on Ijarah assets	39.68	iv) Financial charges	11.84	v) Administrative expenses	139.45	vi) Reversal of Provision of doubtful debts	(38.18)	vii) Unrealized loss / (gain) on revaluation	60.85	viii) Net Profit	64.92
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Maximum amount of investment to be made	Upto Rs.50.0 Million																		
Purpose	To earn a good return																		
Benefits	To earn profit rate Kibor + 100 bps (expected).																		
period of investment	In tranches between 3 to 6 months, from time to time as chief executive of the company may deem fit.																		



Salient features of the agreement with associated company with regards to proposed investment	Arm's length
Direct or indirect interest of directors, sponsors, majority shareholders and their relatives in the transaction under consideration	None of the directors, sponsors, majority shareholders and their relatives have any interest in the proposed placement/ Musharakah / other mode of investment, except to the extent of their certificate in the associated company.

“RESOLVED further that the Chief Executive and Company Secretary be and are hereby authorized severally to do all acts, deeds and things necessary to implement this Resolution and also empowered to make amendments/modifications to the Resolution as may be required and such amendments/modifications shall also be deemed as having been approved by shareholders”