

September 19, 2014



BankIslami

BankIslami Pakistan Limited
11th Floor, Executive Tower, Dolmen City,
Marine Drive, Block-4, Clifton, Karachi.
Tel: (92-21) 111-247(BIP)-111
Fax: 35378373
www.bankislami.com.pk

The General Manager
Karachi Stock Exchange Limited
Stock Exchange Building
Stock Exchange Road
Karachi

Dear Sir,

Our Ref.#100.2.097

MSH/ZAJ

Sub: Issuance of Right Shares by the Bank.

Dear Sir,

السلام عليكم ورحمة الله وبركاته

We refer to KSE letter Ref.#C-1101-5836 dated September 9, 2014, as required kindly find attached five canceled printed Letter of Rights alongwith Circular U/S.86(3) of the Companies Ordinance. 1984.

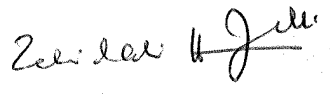
والسلام عليكم ورحمة الله وبركاته

With Warm Regards,

Yours Truly,


Muhammad Shoab

Unit Head – Corporate Affairs


Zahid Ali H. Jamall
Company Secretary

BankIslami Pakistan Limited

Head Office: 11th Floor, Executive Tower, Dolmen City, Marine Drive, Block-4, Clifton, Karachi, Pakistan

Telephone No: 92-21-111 247-111, Fax: 92-21-35378373 Website: www.bankislami.com.pk

Registrar: M/s. Technology Trade (Private) Limited, Dagia House, 241-C, Block-2,

P.E.C.H.S. Off: Shakra-e-Qaideen, Karachi, Pakistan Telephone No: 92-21-34387960-61 Fax 92-21-34391318



BankIslami

**R-4****IMPORTANT: NOTES AND INSTRUCTIONS FOR DEALING WITH THIS LETTER ARE GIVEN ON PAGE 2, WHICH SHOULD BE CAREFULLY READ AND FOLLOWED.****LETTER OF RIGHTS**

Issue of 47,904,192 Ordinary Shares of Rs.10/- each, at a price of Rs. 8.35 (i.e. at a discount of Rs. 1.65 per share) payable in full, on acceptance on or before October 17, 2014

NAME & ADDRESS OF SHAREHOLDER

NAME(S) OF JOINT HOLDER(S), IF ANY

CANCELLED

A	B	C	D	E	F
Folio No.	Letter of Right No.	No. of Shares held on September 11, 2014	Total No. of Letter of Rights Issued	No. of Right Shares Offered Through this Letter of Rights	Amount Payable on or before (October 17, 2014) Rs.

Dear Shareholder(s),

In accordance with the provisions of Section 86(1) of the Companies Ordinance, 1984 and the provisions of the Companies (Issue of Capital) Rules, 1996 and the decision of the Board of Directors of BankIslami Pakistan Limited (the Company), we are pleased to offer you Right Shares in the ratio of 9.073315 Right Shares for every 100 shares registered in your name as on September 11, 2014 as indicated above, subject to the conditions mentioned on page 2 of this letter. Please note that the letters of Rights are being issued for your entitlement of your rights shares @ Rs 8.35 per share (at a discount of Rs 1.65 per share) i.e., subscription price of Rs 8.35.

A circular under Section 86(3) of the Companies Ordinance, 1984 is enclosed.

The Shareholders holding shares of the Company in physical form should please note that under the CDC applicable right share procedures, the physical shareholder can renounce his / her Letter of Right (LoR) by routing through his / her own CDS Account to a shareholder who is the IAS account holder or sub account holder with CDC and no credit of right shares will be allowed in CDS against subscription of physical Letter of Rights.

Please note that once the subscription amount for the Right shares hereby offered has been paid, this Letter of Rights will cease to be negotiable and cannot be traded any further. In case the Rights Issue is under-subscribed, the Directors of the Company may allot the unsubscribed portion in such manner as they may deem fit.

Yours faithfully
By Order of the Board

(Zahid Ali H. Jamali)
Company Secretary

KARACHI

Dated : September 20, 2014

RECEIPT TO BE ISSUED BY THE COMPANY'S BANKER

(To be completed by Company's Banker)

Received from Mr./Ms./Mrs./Messrs. _____
the sum of Rs. _____ (Rupees _____) By Cash/ Cheque/Pay-Order/Bank-
Draft No. _____ dated _____ drawn on _____ in respect of _____ ordinary shares at price of Rs. 8.35
(i.e. at a discount of Rs. 1.65 per share).

NOTE: Cheques / Pay Orders / Bank Drafts are accepted subject to realization.

Bank: _____

Branch: _____ Date: _____

Authorized Signature &
Rubber Stamp of Bank

BankIslami Pakistan Limited

NOTES AND INSTRUCTIONS



BankIslami

Page - 2

NOTES :

1. This Rights Issue is being made in accordance with the Companies (Issue of Capital) Rules, 1996 and the Companies Ordinance, 1984. In connection with the issue all necessary approvals and permissions have been obtained and formalities completed.
2. This document is negotiable and of value until payment of the Right Shares has been made, whereupon it will cease to be negotiable and cannot be traded any further. Where Right Shares are desired in physical form, this document must be carefully retained for exchange with the definitive share certificate(s) when ready).
3. The Right Shares now being offered shall rank pari passu with the existing Ordinary Shares of the Company in all respects including dividends, bonus shares, voting rights and /or any corporate benefits, if declared by the Company out of the profit of the year ending 31st December 2014.
4. The Letter of Rights (LoR) will be quoted on Karachi Stock Exchanges Limited from September 23, 2014 to October 10, 2014 (both days inclusive). Please note that pursuant to the new CDC Right Shares procedures, now no credit of Right Shares be allowed in book entry form against subscription of physical LoRs.
5. The Instrument of Transfer shall be verified against fully paid Letter of Rights, pending, issue of Definitive Share Certificate(s) on presentation of this Letter at the office of the Company's Share Registrar Office at M/s. Technology Trade (Private) Limited, Dagia House, 241-C, Block-2, P.E.C.H.S. Off: Shakra-e-Qaideen, Karachi, Pakistan.

INSTRUCTIONS: 1) PAYMENT - BANKER:

(a)	Bankers to the Issue: Bank 01 BankIslami Pakistan Limited 03 United Bank Limited	02	Habib Bank Limited
(b)	Submit this Letter of Rights intact on or before October 17, 2014 to the Company's Banker to the Issue, namely BankIslami Pakistan Limited, Habib Bank Limited and United Bank Limited at all of authorized branches in Pakistan with your payment which should be made by Cash or Crossed Cheque or Demand Draft or Pay Order for credit to "BankIslami Pakistan Limited - Right Shares Subscription Account" as indicated on Page 1 (also shown on Page 4).		
(c)	The Company's Bankers will not accept Letter of Rights if posted after the close of business on October 17, 2014 and shall be deemed to have been declined by you and will be treated as cancelled unless evidence is available that these have been posted before the last date of payment.		
(d)	In case of Non-Resident Pakistani / Foreign shareholders, the demand draft of equivalent amount in Pak Rupees should be sent to the Company Secretary, BankIslami Pakistan Limited at the registered office of the company along with Right Subscription Request (both copies) duly filled and signed by the subscriber(s) with certified copy of NICOP / Passport well before the last date of payment.		

2) PROCEDURE FOR DEPOSIT OF PHYSICAL LOR INTO CDS:

- (a) Unpaid Rights issued in physical form can be deposited into CDS as per normal deposit procedure. However, this process would only be allowed till 7 business days prior to the last trading date i.e. September 29, 2014.
- (b) Account holders / participants will send letter of rights duly signed by shareholders and renounced in favour of CDC with securities deposit form and CDS printout. The other deposit formalities will remain same.

3) ACCEPTANCE (LAST DATE OCTOBER 17, 2014):

- (a) Payment of the amount indicated on Page 1, to Company's Banker to the Issue on or before October 17, 2014 shall be treated as acceptance of the offer.
- (b) FORM "A" on Page-4, should be completed when making payment. The Letter(s) of Rights should be handed over to Company's Banker to the Issue intact. The receipted Letter of Rights will be returned to you whilst Pages 3 & 4 will be retained by the Bank for onward transmission to the Company.

4) RENUNCIATION - LAST DATE IS OCTOBER 17, 2014:

- If you wish to dispose of the Right Shares offered to you, FORM "R" on Page-3 should be completed and signed by all the Shareholders named on page-1, of this Letter of Rights. The Renouncee(s) should then complete FORM "RR" on Page 3, and present this Letter of Rights intact to Company's Banker to the Issue along with payment. The receipted Letter of Rights will be returned to the Renouncee(s) whilst Pages 3 & 4 will be retained by the Bank for onward transmission to the Company.

5) SPLITTING OF LETTER OF RIGHTS - LAST DATE IS SEPTEMBER 29, 2014:

- This letter of Rights should be returned intact to the Company's Shares Registrar Office at M/s. Technology Trade (Private) Limited, Dagia House, 241-C, Block-2, P.E.C.H.S. Off: Shakra-e-Qaideen, Karachi, Pakistan, when requesting for splitting of shares into smaller denomination.

6) GENERAL:

- If any Right Shares are renounced, the existing Shareholder(s) should take care to write their Name(s), Folio No. and affix their Signature(s) in the same style as per specimen already available with the Company.

7) FRACTIONAL RIGHTS:

- The Fractional Rights shall be consolidated and disposed off on the Stock Exchange(s) and proceeds to be distributed amongst the shareholders in proportion to their respective entitlement as per Section 86 (2) of the Companies Ordinance, 1984.

8) CDC ACCOUNT HOLDERS - ACCEPTANCE AND PROCEDURE:

- In compliance with the new CDC Regulations relating to Right Shares Issue, separate Intimation Letters have been dispatched to CDC Account Holders, containing procedures for subscription against their Right Shares entitlement.

BankIslami Pakistan Limited

LETTER OF RENUNCIATION

Valid up to October 17, 2014

(To be completed by the Shareholder(s), if Right Shares offered in this Letter are to be renounced)



BankIslami

FORM "R"

The Directors,
BankIslami Pakistan Limited
11th Floor, Executive Tower, Dolmen City,
Marine Drive, Block-4, Clifton, Karachi, Pakistan.

Date _____, 2014

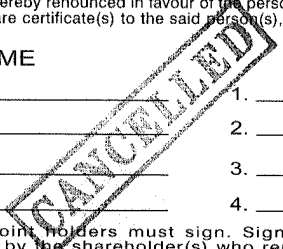
Dear Sir,

The shares offered through this Letter of Rights are hereby renounced in favour of the person(s) who sign(s) the Registration Application Form (Form "RR" below). You are hereby authorized to deliver the relative share certificate(s) to the said person(s), as the case may be without reference to the undersigned, subject to fulfillment of CDC procedure relating to Right Shares.

FOLIO NO. FULL NAME

SIGNATURE

- | | |
|----------|----------|
| 1. _____ | 1. _____ |
| 2. _____ | 2. _____ |
| 3. _____ | 3. _____ |
| 4. _____ | 4. _____ |



- NOTE: 1). In case of joint holding all joint holders must sign. Signature must be matched with the Company's record.
 2). This Form "R" must be signed by the shareholder(s) who renounce their Rights and their SIGNATURE(S) MUST BE VERIFIED BY THE COMPANY'S REGISTRAR.
 IN THE CASE OF CDC ACCOUNT HOLDER, SIGNATURE(S) MUST CONFORM WITH SIGNATURE(S) ON ATTESTED COMPUTERIZED NATIONAL IDENTITY CARD (CNIC).
 3). In case of Corporate entity, the Board of Directors' Resolution/Power of Attorney with specimen signature shall be submitted.

APPLICATION BY RENOUNCEE(S) FOR REGISTRATION

FORM "RR"

(To be completed by the person(s) in whose favour this Letter of Rights has been renounced)

The Directors,
BankIslami Pakistan Limited
11th Floor, Executive Tower, Dolmen City,
Marine Drive, Block-4, Clifton, Karachi, Pakistan

Date _____ 2014

Dear Sirs,

Having paid to your Banker, the amount shown on Page-1 and 4 of the Letter of Rights, it is requested that the shares may please be registered in my/our name(s) upon the terms contained therein and subject to the Memorandum and Articles of Association of the Company.

I/We declare that I / We am/are National(s) of Pakistan and I/We am/are not minor(s).

If not national of Pakistan, than please specify: _____

FOLIO NO. [in case of existing shareholder(s)]: _____

Full Name _____ Father's/Husband's Name _____
 CNIC No. _____ Occupation _____ Address _____
 Signature _____

JOINT HOLDERS: When shares are to be registered in the names of more than one person, all joint holders must sign. The shares will not be registered in joint names of more than four persons.

Full Name	Father's/Husband's Name	CNIC	Occupation	Signature
1. _____	_____	_____	_____	_____
2. _____	_____	_____	_____	_____
3. _____	_____	_____	_____	_____
4. _____	_____	_____	_____	_____

Note: All joint holders must sign if shares are to be acquired jointly; Attested copy of CNIC must be attached.

In case of renunciation in favour of Central Depository Company of Pakistan Limited (CDC) (conversion into book entry form through deposit):

Deposit of LoR in CDS:

CDC Participant / CDC Investor accounts Services ID				Sub A/c. / House A/c. / CDC Investor a/c. No.			

Signature(s) of CDS A/c holder(s)

For and on behalf of the Central Depository Company of Pakistan Limited (Only for the purpose of registration of Securities in the name of CDC under Regulation 8.2.1(c) of the Central Depository Company of Pakistan Limited regulations).

Name: CDC Participant / Investor Account Services

Signature(s) & Stamps

Please note that pursuant to the new CDC Right Shares procedures, now no credit of Right Shares be allowed in book entry form against subscription of physical LoRs.

BankIslami Pakistan Limited**LETTER OF ACCEPTANCE****R-4**

BankIslami

FORM "A"

(Valid upto October 17, 2014)
 (To be completed by person(s) to whom this Letter of Rights
 is addressed and who have accepted the Shares)

A Folio No.	B Letter of Rights No.	C Right Shares Subscribed	
		Number	Amount paid - Rs.

The Directors,
BankIslami Pakistan Limited
 11th Floor, Executive Tower, Dolmen City,
 Marine Drive, Block-4, Clifton, Karachi, Pakistan

Dated : _____ 2014

Dear Sirs,

Having paid to your Banker the amount indicated above, I/we accept the ordinary shares offered through this Letter of Rights and request that said ordinary shares be registered in my/our name(s). I/we agree to hold such shares on the terms and conditions contained in the Letter of Rights and subject to the Memorandum and Articles of Association of the Company.

I/We declare that I/we am/are National(s) of Pakistan / Non-resident(s) Foreign National(s) and that I/we am/are not minor(s).*

Sr.#.	Full Name	Father's/Husband's Name	CNIC Number	Occupation	Signature
1.					
2.					
3.					
4.					

NOTE: Signature(s) must be the same as registered with the Company. If shares are held jointly by more than one person, all joint holders must sign this Form. In case of Corporate Entity, the Board of Directors Resolution/Power of Attorney with specimen signature shall be submitted.

Please note that pursuant to the new CDC Right Shares procedures, now no credit of Right Shares be allowed in book entry form against submission of physical LoRs.

BANKERS' TO THE ISSUE CONFIRMATION TO BIPL OF RECEIPT OF SUBSCRIPTION AMOUNT

Folio No. _____

Letter of Right No. _____

We confirm having received the subscription amount of Rs. _____ for _____ shares from the Shareholder / Renouncee named on Page 3 or 4 as the case may be.

Bank: _____ Branch: _____

Date: _____

Authorized Signature & Rubber Stamp of Bank

The Companies Ordinance, 1984

[Section 86(3)]

CIRCULAR TO BE SENT TO MEMBERS ALONGWITH THE NOTICE OFFERING NEW SHARES



PART - 1

MATERIAL INFORMATION ABOUT THE AFFAIRS OF THE COMPANY

1. Name of the company BankIslami Pakistan Limited
2. Status (i.e. whether public or private, If public, listed or non-listed). Public listed
3. Full address of Registered Office. 11th Floor, Executive Tower, Dolmen City, Block-4, Beach Avenue, Marine Drive, KDA Scheme 5, Karachi.
4. Date of incorporation. October 18, 2004
5. Date of commencement of business. March 17, 2006
6. Names, addresses of the chief executive / directors (where such person is already a director or chief executive or other officer of any other company, the name of such other company and the office held therein). See Annexure "A"
7. Existing capital indicating classes of shares, if any
 - (i) Authorised Rs.13,000,000,000 Divided into 1,300,000,000 ordinary shares of Rs. 10/ each.
 - (ii) Subscribed Rs. 5,279,678,980 Divided into 527,967,898 ordinary shares of Rs. 10/- each.
 - (iii) Paid-up Rs. 5,279,678,980 Divided into 527,967,898 ordinary shares of Rs. 10/- each.
 - (iv) Redeemable capital indicating nature thereof or any commitment for issuing it. Not Applicable
8. Particulars regarding holding company, if any. Not Applicable
9. Particulars of the company's existing business operations / projects / units. The object of the Company is to carry on the banking business based on and in conformity with the principles of Islamic Shariah.
10. Particulars regarding subsidiaries, if any. BankIslami Modaraba Management Limited. Acquired on August 31, 2007.
11. Any change expected or planned in items 8 to 10 above. No
12. Profits/Losses, dividend/bonus declared during the preceding three years (or such shorter period for which the company may have issued accounts).

YEAR	PROFIT/(LOSS) Rs.'000'	CASH DIVIDEND	STOCK BONUS
2011	409,556	NIL	NIL
2012	306,675	NIL	NIL
2013	185,272	NIL	NIL
13. Profit/Losses of subsidiaries, if any, not accounted for or reflected in the holding company's own accounts in the last three years.

YEAR	PROFIT/LOSS Rs.'000'
2011	(3,642)
2012	4,807
2013	3,538
14. Where the figures of last year's profit/loss are for a period more than six months prior to the issue of the circular, information in regard to profit/loss for the six months following the date of the last accounts should also be provided.

YEAR	PROFIT/LOSS Rs.'000'
2014 (Half Year) profit	157,656
15. Amount of the proposed issue. Net amount of Rs. 400,000,003
Divided into 47,904,192 ordinary shares of Rs. 8.35 per share (at a discount of Rs. 1.65 per share).
16. Whether consent of the Controller of the Capital Issues obtained (if not necessary a statement to this effect) Securities and Exchange Commission has kindly approved issue of right shares at a discount of 16.5% (Rs. 1.65 per share) at a price of Rs. 8.35 per share vide its letter Ref.#EMD/233/678/2006-1630 dated May 5, 2014. Securities and Exchange Commission of Pakistan has also relaxed the requirement of sub Rule(i) of Rule 4 of the Balloters, Transfer Agents and Underwriters Rules 2001 vide its letter Ref.# SMD/CIW/BTU/02/2014 dated August 12, 2014.

CANCELLED

BankIslami Pakistan Limited

CIRCULAR UNDER SECTION 86 (3) OF
THE COMPANIES ORDINANCE, 1984

- | | | |
|----|--|--|
| 17 | Proportion of new issue to existing shares with any condition applicable thereto. | In the ratio of 9.073315 Right shares for every 100 shares will be issued at discounted price of Rs. 8.35 per share, it shall rank pari passu with the existing ordinary shares of the Company. |
| 18 | Purpose of the represent issue specifying the main projects/objects for which additional funds required. | To meet minimum capital requirement of State Bank of Pakistan.

To enhance the liquidity and capital adequacy ratio and risk appetite of the bank and to have an improve credit rating.

To increase the lending ability of the bank by increasing the per party exposure limit. |
| 19 | Expected benefits in profitability or otherwise likely to accrue from the proposed issue. | It will increase lending ability of the bank which will increase bank's business and profitability as well. |
| 20 | Date by which offer to be accepted and mode of acceptance. | Offer to be accepted by October 17, 2014 filing and signing page 3 and 4 (as appropriate) by shareholder/renouncee. |
| 21 | Any other material information having a bearing on the issue | None |

Date September 18, 2014
Place: Karachi

This circular should be signed by all the Directors or an offer authorized by the Directors.

Note:-

(1) Column Nos. 2[5, 6 and 12] of Part-I shall not apply to a circular issued by a private company.

1 Item 14 substituted by Notification No.SRO 896(I)/86, dated September 28, 1986.

2 Substituted for "5 and 6" by Notification No.SRO 896(I)/86, dated September 28, 1986.

S.No. Name of Director

1- Mr. Ali Hussain, Chairman / Director

2- Mr. Ali Raza Siddiqui

3- Mr.Ali Mohd Hussain Ali Al Shamali

4- Mr. Fawad Anwar

5- Mr. Kamal Afsar

6- Mr. Shabir Ahmed Randeree

7- Mr. Hasan A. Bilgrami, Chief Executive Officer

Other Directorships

Director:

Jahangir Siddiqui & Company Limited

Chief Executive Officer:

TechCube8 Pte Ltd
Conics Technologies Pte Ltd

Managing Director

SAJ Capital Management Limited

Director

Pakistan International Bulk Terminals Limited
EFU General Insurance Limited
Mahvash & Jahangir Siddiqui Foundation
Fajhr-e-Imdad Foundation

Vice President Credit & Risk

Amlak Finance

Partner

Alfa Electrical llc

Director

Astro Plastic

Managing Director

Al-karam Textile Mills (Pvt) Ltd.

Director

Karachi Stock Exchange Limited
Central Depository Company of Pakistan Limited
EFU Life Assurance Limited

Deputy Chairman

Albaraka Bank Limited, South Africa

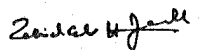
Director:

Collins Leisure Ltd, UK
DCD London & Mutual plc, UK
DCD Properties Ltd, UK
Tarhouse Management Ltd, UK
Redbush Tea Company Ltd, UK
Richardson Ltd, UK

Board Member:

BankIslami Modaraba Investment Ltd.
Chairman Audit Committee and Board Member:
KASB Pump.

Director or officer
Authorised by directors



ZAHID ALI H. JAMALL
Company Secretary

CANCELLED