

January 31, 2014



**BankIslami**

**BankIslami Pakistan Limited**  
11th Floor, Executive Tower, Dolmen City,  
Marine Drive, Block-4, Clifton, Karachi.  
Tel: 35839906 Fax: 35378373  
www.bankislami.com.pk

The General Manager  
The Karachi Stock Exchange (Guarantee) Limited  
Stock Exchange Building  
Stock Exchange Road  
Karachi

Our Ref: 100.2.053

MSH/ZAJ

**Subject: Extraordinary General Meeting of BankIslami Pakistan Limited**

Dear Sir,

السلام عليكم ورحمة الله وبركاته

As required in Regulation #18(2) of the listing Regulations, please find attached Notice to Extraordinary General Meeting of our Bank.

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

## NOTICE OF THE EXTRAORDINARY GENERAL MEETING



Notice is hereby given that an extraordinary general meeting of BankIslami Pakistan Limited will be held Inshallah on Saturday, February 22, 2014 at 09:00 a.m. at Hotel Regent Plaza, Shakra-e-Faisal, Karachi, to transact the following business:

- 1- To confirm the minutes of the 9th Annual General Meeting held on March 30, 2013.
- 2- Subject to the sanction of the Securities and Exchange Commission of Pakistan and the final approval of the State Bank of Pakistan to consider and approve the issuance of 63,191,153 right shares at Rs: 6.33 per share (at a discount of Rs: 3.67 per share), to pass following resolutions as Special Resolutions, with or without amendment, or as may be directed by the Securities and Exchange Commission of Pakistan and/or the State Bank of Pakistan.

### **Special Resolutions:**

- 1- "RESOLVED by way of Special Resolution that subject to the sanction of the Securities and Exchange Commission of Pakistan ("SECP") 63,191,153 ordinary shares of the par value of Rs:10/- each be offered and issued to the existing shareholders at a price of Rs: 6.33 per share (i.e. at a discount of Rs: 3.67 per share) by way of a rights issue under Sections 84 and 86 of the Companies Ordinance, 1984 with any amendments as may be approved by the shareholders or as may be directed by the SECP and/or the State Bank of Pakistan which directives be deemed to be part of this Special Resolution without the need of the shareholders to pass a fresh resolution.
- 2- RESOLVED FURTHER THAT the President & Chief Executive Officer, Company Secretary and Head of Operations any two be and are hereby jointly authorized to take all steps necessary, ancillary and incidental for the issuance of the right shares of the Company at a discount of Rs: 3.67 i.e. at a price of Rs: 6.33 per share including but not limited to obtaining all requisite regulatory approvals and sanctions, including from the SECP, the SBP and the Karachi Stock Exchange; engaging legal counsel, filing of all the requisite statutory forms and all other documents as may be required to be filed with the SBP, SECP and Karachi Stock Exchange, appointing underwriters for underwriting the rights issue at discount, executing all such certificates, applications, notices, reports, letters and any other document or instrument including any amendments or substitutions to any of the foregoing as may be required in respect of the issuance of shares at a discount and all other matters incidental or ancillary thereto.

### **ANY OTHER BUSINESS**

- 3- To transact any other business with the permission of the Chair.

**By Order of the Board**

**Karachi: February 1, 2014**

**Company Secretary**

**Notes:**

- i The Members' Register will remain closed from February 17, 2014 to February 23, 2014 (both days inclusive).
- ii A member eligible to attend and vote at this meeting may appoint another member as proxy to attend and vote in the meeting. Proxies in order to be effective must be received at the registered office not less than 48 hours before the holding of the meeting.
- iii An individual beneficial owner of the Central Depository Company, entitled to vote at this meeting must bring his/her Computerized National Identity Card with him/her to prove his/her identity, and in case of proxy must enclose an attested copy of his/her Computerized National Identity Card. Representatives of corporate members should bring the usual documents required for such purposes.
- iv Members are requested to promptly notify Share Registrar, M/s. Technology Trade (Pvt.) Ltd., Dagia House, 241-C, PECHS Society, Karachi, of any change in their address.
- v In pursuance with the Securities and Exchange Commission of Pakistan ("SECP") Notification No SRO.831 (1)/2012 of July 5th, 2012 in supersession of earlier notification No. SRO 779 (1)/2011 of August 18, 2011, SECP directed all listed companies to mention Computerized National Identity Card (CNIC) / NTN numbers of the registered members on the dividend warrant. The Shareholders having physical shares are once again requested to immediately send a copy of their valid Computerised National Identity Card (C.N.I.C) to our Registrar Office, M/s. Technology Trade (Pvt.) Ltd. Dagia House, 241-C, Block 2, P.E.C.H.S, Off Shahrah-e-Quaideen, Karachi for printing/insertion on dividend warrants. In case of non-receipts of copy of valid C.N.I.C (Unless it has been provided earlier) and non-compliance of the above requirement the company will be constrained to withhold dispatch of dividend warrants to such shareholders as per S.E.C.P SRO and directives. The corporate entities has also advised to submit the NTN number to the above given address.

**STATEMENT UNDER SECTION 160 OF THE COMPANIES ORDINANCE, 1984**

This statement sets out the material facts concerning the resolution contained in the Notice pertaining to the special business to be transacted at the Extraordinary General Meeting of the Bank to be held on Saturday, February 22, 2014.

**Issuance of right shares at discounted price**

To meet the minimum capital requirement as prescribed by the State Bank of Pakistan, the Board of Directors of BankIslami Pakistan Limited have approved and recommended the issuance of right shares at discount under the provisions of Sections 84 and 86 of the Companies Ordinance, 1984 at a price of Rs: 6.33 per share i.e. at a discount of Rs: 3.67 per share to the shareholders of the Company, subject to the sanction of the Securities and Exchange Commission of Pakistan, final approval of the State Bank of Pakistan and the approval of the shareholders of the Company.

The Company has received an in-principal approval of the State Bank of Pakistan pursuant to its letter bearing no. BPRD/CA&PD/618/17147/2013 dated November 20, 2013 to proceed with the issuance of shares at a discount.

The Directors of the Bank have no interest in the Issuance of Right Share of the Company whether directly or indirectly except to the extent of shareholding held by them in the Company. The shares and percentage of personal shareholdings by the Directors (including spouse) of BankIslami in proportion to the paid up capital of BankIslami are as under :

<b>Name of Directors</b>	<b>No. of Shares Held</b>	<b>Percentage %</b>
Mr. Ali Hussain	5,000	0.00
Mr. Ali Raza Siddiqui	5,000	0.00
Mr. Fawad Anwar	1,000	0.00
Mr. Hasan A Bilgrami	499,079	0.09
Mr. Shabir Ahmed Randeree	51,423,883	9.74

# BankIslami Pakistan Limited



## Proxy Form

### Extraordinary General Meeting

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

I/We \_\_\_\_\_ of \_\_\_\_\_ being a member(s) of  
BankIslami Pakistan Limited and holder of \_\_\_\_\_ ordinary shares as per Share  
Register Folio No. \_\_\_\_\_ and / or CDC Investor Account No./Participant  
I.D. No. \_\_\_\_\_ and sub Account No. \_\_\_\_\_ do hereby  
appoint \_\_\_\_\_ of \_\_\_\_\_ or failing  
him / her \_\_\_\_\_ of \_\_\_\_\_ as my/our proxy to vote and act  
for me / us on my / our behalf at the Extraordinary General Meeting of BankIslami Pakistan Limited,  
to be held on Saturday, February 22, 2014 at 09:00 a.m. at Hotel Regent Plaza, Shahra-e-Faisal, Karachi,  
and at any adjournment thereof.

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2014.

Witness:

Name: \_\_\_\_\_

Address: \_\_\_\_\_

\_\_\_\_\_

CNIC or Passport No. \_\_\_\_\_

Please affix  
Rupees Five  
Revenue Stamp

Signature of Member(s)

Notes:

- i Proxies in order to be effective, must be received by the company not less than 48 hours before the meeting.
- ii CDC Shareholders and their Proxies are each requested to attach an attested photocopy of their Computerized National Identity Card or Passport with this proxy form before submission to the Company.

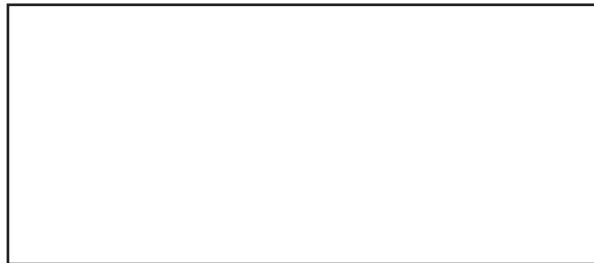
**AFFIX  
CORRECT  
POSTAGE**

To,  
The Company Secretary  
**BankIslami Pakistan Limited**  
11<sup>th</sup> Floor, Executive Tower,  
Dolmen City, Marine Drive,  
Clifton Block - 4,  
Karachi, Pakistan

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**BOOK POST**  
**PRINTED MATTER**



*If undelivered, please return to:*

The Company Secretary

**BankIslami Pakistan Limited**

11<sup>th</sup> Floor, Executive Tower,  
Dolmen City, Marine Drive,  
Clifton Block - 4,  
Karachi, Pakistan