

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 has been dispatched to the shareholders along with the Notice of meeting)

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 guidelines as laid down by the Securities & Exchange Commission of Pakistan:
5. Members are requested to notify any change in their addresses immediately to the Share Registrar of the Company.