

INVEST CAPITAL INVESTMENT BANK LIMITED

Notice of Extra Ordinary General Meeting

Notice is hereby given that an Extra Ordinary General Meeting of the Company will be held at the Registered Office of the Company, 501, 5th Floor, Al-Fatima Chambers, 149 AM, Shambhu Nath Street, Off Shahrahe Iraq, Saddar, Karachi on Monday, August 10, 2020 at 11:30 A.M and also through available electronic means to transact the following business:

- To confirm the minutes of the 27th Annual General Meeting held on 28th October 2019
- To elect 7 (Seven) Directors of the Company as fixed by the Board in its meeting held on 20th April 2020, for a period of three years commencing from July 31, 2020 in accordance with the provisions of the Section 159(2) of the Companies Act, 2017. The following are the retiring Directors who are eligible for re-election:
 1. Mr. Muhammad Asif
 2. Mrs. Ayesha Shehryar
 3. Mr. Muhammad Qasim
 4. Brig. (Retd) Wali Muhammad
 5. Mrs. Fiza Zahid
 6. Mr. Shahab Ud Din Khan
 7. Mr. Ashar Saeed
- To transact any other business with the permission of the Chair

By order of the Board

Date: July 17, 2020

Place: Karachi

M. Naim Ashraf

Company Secretary

NOTES:

1. Closure of Share Transfer Book

The Members' Register will remain closed from **30th July 2020** to **10th August 2020** (both days inclusive). Transfers received in order at the office of the Share Registrar of the Company by the close of business on **29th July, 2020** will be treated in time for the purpose of entitlement of shareholders to attend and vote at the meeting.

2. Election of Directors

Statement of material facts under section 166(3) of the Companies Act, 2017

Section 166(3) of the Companies Act, 2017 (the Act) requires that a statement of material facts is required to be annexed to the notice of the general meeting called for the purpose of election of directors which shall indicate the justification for choosing independent directors.

The Company is required to have at least two (2) independent directors on the Board in accordance with the Listed Companies (Code of Corporate Governance) Regulations, 2019. The independent directors shall also be elected through the process of election of directors in terms of section 159 of the Companies Act, 2017.

Accordingly, it will be ensured that the independent directors to be elected must meet the criteria of independence laid down under section 166 of the Act and the Companies (Manner and Selection of Independent Directors) Regulations, 2018 and his/her name is included in the data bank of independent directors maintained by the Pakistan Institute of Corporate Governance (PICG) duly authorized by the Securities and Exchange Commission of Pakistan. Their selection will be made keeping in view their respective competencies, skill, knowledge and experience.

Any person who seeks to contest for election as a director shall file with the Company not later than fourteen days before the date of the meeting, a notice of his / her intention to offer himself / herself for election as director together with his / her consent to act as director in Form-28 under section 159 of the Companies Act, 2017.

3. Participation in the Extra-Ordinary General Meeting

In the light of COVID-19 situation, the Company has made arrangements for the safety of the members attending the meeting physically. The relevant SOPs shall be followed strictly.

The members who are willing to attend and participate at the EOGM through Video-link are required to register their particulars by sending an email at naim.ashraf@icibl.com. Such Members are requested to register by providing their credentials as follows with subject "Registration for ICIBLs EOGM":

Name of Shareholder	No. of shares held	Folio number/ CDC Acct. No.	CNIC No. with scanned copy	Mobile No.	Email ID

Video-link and login details will be shared with only those members whose emails, containing all the required particulars are received at the given email at least 48 hours before the time of EOGM.

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.

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

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