

NOTICE OF THE TWENTY SECOND ANNUAL GENERAL MEETING

Notice is hereby given that the 22nd Annual General Meeting of Faysal Bank Limited (“FBL”) will be held on March 29, 2017 at 9:00 a.m. at Marriott Hotel, Pool Marquee, Karachi to transact the following business:

ORDINARY BUSINESS:

1. To confirm the minutes of the 21st Annual General Meeting held on March 29, 2016.
2. To receive and adopt Annual Audited Accounts, Statement of Compliance with Code of Corporate Governance of FBL for the year ended December 31, 2016 together with the Directors’ and Auditors’ Reports thereon.
3. To consider and approve as recommended by the Board of Directors to issue Bonus Shares in proportion of 10 shares for every 100 shares held i.e. 10% for the year ended December 31, 2016.
4. To elect Nine (09) Directors of FBL for a period of three years commencing from March 29, 2017 in accordance with the provisions of the Companies Ordinance, 1984 and Memorandum and Articles of Association. The names of retiring Directors are as under:
 1. Mr. Farooq Rahmatullah Khan
 2. Mr. Ahmed Abdulrahim Mohamed Abdulla Bucheery
 3. Mian Muhammad Younis
 4. Mr. Imtiaz Ahmad Pervez
 5. Mr. Juma Hasan Ali Abul
 6. Mr. Abdulelah Ebrahim Mohamed AlQasimi
 7. Mr. Abdulla Abdulaziz Ali Taleb

The Board of Directors has fixed the number of Directors to be elected at this meeting to be Nine (09) at the Board meeting held on October 27, 2016. The retiring Directors shall be eligible to offer themselves for re-election in accordance with applicable Regulations.

5. To appoint External Auditors for the ensuing financial year 2017 at a mutually agreed rate of remuneration. The present Auditors, A.F. Ferguson & Company, Chartered Accountants, being eligible, offer themselves for reappointment.
6. Any other business with the permission of the Chair.

SPECIAL BUSINESS:

7. **To approve disposal of fractional shares created out of the issuance of bonus shares by the Bank for the year 2016 by passing the following resolution as ordinary resolution with or without amendments:**

“Resolved that in the event of any member holding fraction of a Share, the Company Secretary be and is hereby authorized to consolidate such Fractional entitlement and sell in the stock market and the proceeds of sell (less expenses) when realized, be donated to a Charitable Trust namely; “Waqf Faisal”.

8. To Consider and approve subordinated loan of PKR 180 Million for Faysal Asset Management Limited an Associated Company of Faysal Bank Limited (FBL) for three years tenure and pass the following Special Resolutions as required under Section 208 of the Companies Ordinance 1984 with or without modifications:

***“RESOLVED** that the subordinated loan of PKR 180 Million by Faysal Bank Limited (FBL) for Faysal Asset Management Limited an Associated Company of FBL for three years tenure with 6 month KIBOR plus 3.5% markup, be and is hereby approved, subject to compliance of all the regulatory approvals.”*

***FURTHER RESOLVED** that for the purpose of giving effect to this Special Resolution; 1) the President & CEO and / or 2) the Company Secretary and / or 3) Chief Financial Officer of the Bank be and are hereby singly or jointly authorized to take all necessary actions and do all acts, deeds and things in the matter.*

9. To consider and approve FBL’s investment of up to PKR 500 Million into the funds of Faysal Asset Management Limited (FAML) to be launched during 2017 as seed money and pass the following Special Resolutions as required under section 208 of the Companies Ordinance 1984 with or without modifications:

***“RESOLVED** that subject to compliance of all the regulatory requirements, investment of Faysal Bank Limited up to PKR 500 Million as seed money in the funds of Faysal Asset Management Limited, an associated company of Faysal Bank Ltd be and is hereby approved.”*

***FURTHER RESOLVED** that for the purpose of giving effect to this Special Resolution; 1) the President & CEO and / or 2) the Company Secretary and / or 3) Chief Financial Officer of the Bank be and are hereby singly or jointly authorized to take all necessary actions and do all acts, deeds and things in the matter.*

10. To approve transmission of Annual Audited Accounts of the Company either through CD/DVD or USB at their registered address as allowed by the SECP vide its SRO 470(I)/2016 dated May 31, 2016 and pass the following Special Resolution:

***“RESOLVED** that the consent and approval of the members of Faysal Bank Limited be and is hereby accorded for transmission of the Annual Balance Sheet and Profit and Loss Accounts, Directors’ and Auditors’ Report etc. (“Annual Audited Accounts”) through CD/DVD or USB, instead of transmitting the same in hard copies, to the members for future years commencing from the next year.”*

***FURTHER RESOLVED** that for the purpose of giving effect to this Special Resolution; 1) the President & CEO and / or 2) the Company Secretary of the Bank be and are hereby singly or jointly authorized to take all necessary actions and do all acts, deeds and things in the matter.*

11. To Consider and approve the amount of remuneration paid to the Non-Executive/Independent Directors of FBL during the year 2016 for attending the Board/Sub-Committees Meetings and in that connection to pass the following resolution as an Ordinary Resolution, with or without modification, addition or deletion:

***“RESOLVED** that the remuneration paid to the Chairman, Non-Executive and Independent Directors of Faysal Bank Limited for attending Board meetings and meetings of the Board*

Committees i.e. (Recruitment, Nomination and Remuneration Committee; Board Risk Management Committee; Board Audit & Corporate Governance Committee and Board Strategic Planning and Business Transformation Committee) as disclosed in Note 38 of the Audited Financial Statements of the Bank for the year ended December 31, 2016, be and is hereby approved.”

12. To transact any other Business with the permission of the Chairman.

Karachi dated: March 7, 2017

By the order of the Board

Aurangzeb Amin

Company Secretary & Head of Legal

Notes:

- 1.** The Share Transfer Books of the Bank shall remain closed from **March 21, 2017 to March 29, 2017** (both days inclusive). Transfer received at the Share Registrar of the Bank, by the close of business on March 20, 2017 will be treated in time for the purpose of entitlement of aforesaid Bonus Shares.
- 2.** Any member who seeks to contest an election to the office of Director shall file with the Company a notice of his/her intention to offer him/her-self for election of directors as Registered Office, Faysal House, ST-02, Commercial Lane, Main Shahrah-e-Faisal, Karachi, not later than 14 days before the date of Annual General Meeting in terms of section 178(4) of the Companies Ordinance, 1984 together with the following:
 - a) Consent to Act as Director and form 28 duly completed as required under Section 184 of the Companies Ordinance, 1984.
 - b) Declaration in respect of being compliant with the requirement of the Code of Corporate Governance 2012 and the eligibility criteria as set out in the Companies Ordinance, 1984 to act as Director of listed Company.
 - c) Detailed profile along with office address for placement into the Bank's Website within seven (07) days prior to the election in terms of SRO 25 (1)/2012 dated 16 January 2012 and SRO 634(1)/2014 dated 10th July 2014.
- 3.** A member entitled to attend and vote at the Meeting may appoint another Member as per his/her proxy to attend and vote for him/her provided that a corporation may appoint as its proxy a person who is not a member, but is duly authorized by the corporation. Proxies must be received at the Registered Office of the Bank not less than 48 hours before the time of the holding of the Meeting.
- 4.** Members are required to timely notify any change in their address to Bank's Shares Registrar M/s. Central Depository Company of Pakistan Limited, CDC House, 99-B, Block-B, S.M.C.H.S., Main Shahrah-e-Faisal, Karachi.
- 5.** CDC Account Holders will further have to follow the under mentioned guidelines as laid down in Circular 1 dated January 26, 2000 issued by the Securities and Exchange Commission of Pakistan.

A. For attending the Meeting:

- i) In case of individuals, the account holder or sub-account holder and/or the person whose securities are in group account and their registration detail are uploaded as per the regulations, shall authenticate his/her identity by showing his/her original Computerized National Identity Card (CNIC) or original passport at the time of attending the Meeting.
- ii) In case of corporate entity, the Board of Directors' resolution/power of attorney with specimen signature of the nominee shall be produced (unless it has been provided earlier) at the time of Meeting.

B. For appointing proxies:

- i) In case of individuals, the account holder or sub-account holder and /or the person whose securities are in group account and their registration details are uploaded as per the regulations, shall submit the proxy form as per the above requirement.
- 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 form.
- iv) The proxy shall produce his/her original CINC or original passport at the time of the Meeting.
- v) In case of corporate entity, the Board of Directors' resolution/power of attorney with specimen signature shall be submitted (unless it has been provided earlier) along with proxy form to the Company.

6. Computerized National Identity Card (CNIC) / National Tax Number (NTN)

With reference to the Securities and Exchange Commission of Pakistan (SECP) Notifications SRO 19(I)/2014 dated January 10, 2014 and SRO 831 (I) 2012 dated July 05, 2012, which mandates that the dividend warrants should bear CNIC number of the registered member or their authorized person, except in case of minor(s) and corporate members. All those individual members holding physical shares who have not yet recorded their CNIC No. are once again reminded to immediately submit the copy of their CNIC to Company's Share Registrar M/s. Central Depository Company of Pakistan Limited, CDC House, 99-B, Block-B, S.M.C.H.S., Main Shahrah-e-Faisal, Karachi; Members while sending CNIC must quote their respective folio numbers.

The corporate members having CDC accounts are required to have their NTN updated with their respective participants, whereas corporate entities having physical shares should send a copy of their NTN certificate to Company's Share Registrar. The corporate members while sending NTN or NTN certificates, as the case may be, must quote the company name and their respective folio numbers.

7. Availability of Audited Financial Statements on Company's Website

The Company has placed the Audited Annual Financial Statements for the year ended December 31, 2016 along with Auditors' and Directors' Reports thereon on its website: www.faysalbank.com

8. Transmission of Financial Statements to the Members through e-mail

In pursuance of SECP notification S.R.O 787 (I)/2014 dated September 08, 2014, the companies have been allowed to circulate their Annual Balance Sheet and Profit and Loss Account, Auditor's and Director's Report (Annual Financial Statements) along with Notice of Annual General Meeting (Notice) through e-mail to the members of the Company. Members desiring to avail this facility may provide the requisite information to the Company Share Registrar, M/s. Central Depository Company of Pakistan Limited, CDC House, 99-B, Block-B, S.M.C.H.S., Main Shahrah-e-Faisal, Karachi for which form may be downloaded from the Company's website: www.faysalbank.com

9. 5% Withholding Tax on Bonus Shares

Pursuant to the provisions of Section 236M of the Income Tax Ordinance, 2001, Bonus Shares is subject to withholding tax at the rate of 5%, The shareholders who will deposit 5% tax amount on Bonus Shares equal to five percent of the value of the total bonus shares issued to the shareholder determined on the basis of the day end price on the first day of closure of books are entitled for 100% of the approved Bonus Shares.

In case the shareholders fail to pay the said tax to the company within the prescribed time, the company is required to deposit the bonus shares withheld from its shareholders in Central Depository Company of Pakistan Limited in terms of the order of the Federal Board of Revenue, Government of Pakistan dated March 19, 2015.

The letters for collection of tax amount on 5% Bonus Shares will be dispatched to all entitled shareholders separately within the specified time frame bound by FBR.

10. Consent for Video Conference Facility:

Members can also avail video conference facility. In this regard, please fill the following and submit the registered address of the Company 10 days before holding of the AGM.

If the Company receives consents from members holding in aggregate 10% or more shareholding residing at a geographical location, to participate in the Meeting through video conference at least 10 days prior to date of the Meeting, the Company will arrange video conference facility in the city subject to availability of such facility in that city.

The Company will intimate members regarding venue of the video conference facility at least 05 days before the date of AGM along with complete information necessary to enable them to access such facility.

"I/We _____ of _____ being a member of Faysal Bank Limited, holder of _____ Ordinary Shares as per registered Folio # CDC ID & A/C No. _____ hereby opt for video conference facility at _____. My email address _____"

Signature of Shareholder

For any query/information, members may contact our Share Registrar M/s. Central Depository Company of Pakistan Limited, CDC House, 99-B, Block-B, S.M.C.H.S., Main Shahrah-e-Faisal, Karachi.

Statement of Material Facts under Section 160(1)(b) of the Companies Ordinance 1984 relating to the Special Business referred to the Notice above:

This statement sets out the material facts concerning the following Special Business to be transacted at the Annual General Meeting of Shareholders of FBL to be held on March 29, 2017.

Agenda item No. 7

Disposal of fractional shares created out of the issuance of bonus shares by the Bank for the year 2016 by passing the following resolution as ordinary resolution with or without amendments:

“Resolved that in the event of any member holding fraction of a Share, the Company Secretary be and is hereby authorized to consolidate such Fractional entitlement and sell in the stock market and the proceeds of sell (less expenses) when realized, be donated to a Charitable Trust namely; “Waqf Faisal”.

The Statement of material facts as required under the SRO 27(I)/2012 dated January 16, 2012 appears herein below:

Agenda item No. 8

Subordinated loan of PKR 180 Million for Faysal Asset Management Limited (FAML) an Associated Company of Faysal Bank Limited (FBL)

- (i) Name of the associated company or associated undertaking along with criteria based on which the associated relationship is established;

Faysal Asset Management Limited (FAML). FAML is an associated undertaking since Faysal Bank limited holds 30% ordinary shares in FAML.

- (ii) Amount of loans or advances;

PKR 180 million.

- (iii) Purpose of loans or advances and benefits likely to accrue to the investing company and its members from such loans or advances;

FAML is a strategic investment of FBL. As per Securities and Exchange Commission of Pakistan requirements, FAML is required to maintain minimum equity of PKR 230 million (PKR 200 million for Asset Management & PKR 30 million for Investment Advisory). FAML is facing shortfall in meeting minimum capital requirement. The purpose of providing the subordinated loan is to assist FAML in meeting minimum capital requirements.

Keeping in view the growth of the mutual funds industry it is expected that this loan will help FAML in carrying on its operations profitability and in turn provide FBL with a steady dividend stream on its investment. Besides FBL will also earn markup on financing provided to FAML.

- (iv) In case any loan has already been granted to the said associated company or associated undertaking, the complete details thereof;

No loan is currently granted to FAML.

- (v) Latest financial position, including main items of balance sheet and profit and loss account of the associated company/undertaking;

**FAYSAL ASSET MANAGEMENT LIMITED
BALANCE SHEET AS AT JUNE 30, 2016**

	2016	2015
	----- RUPEES -----	
ASSETS		
Non-current Assets	96,143,078	81,763,034
Current Assets	116,829,794	189,384,248
Total Assets	212,972,872	271,147,282
EQUITY AND LIABILITIES		
Share Capital & Reserves		
Authorized Share Capital	300,000,000	300,000,000
Total Equity	179,173,362	241,923,554
Total Liabilities	33,799,510	29,223,728
Total Equity And Liabilities	212,972,872	271,147,282

**FASYAL ASSET MANAGEMENT LIMITED
PROFIT AND LOSS ACCOUNT
FOR THE YEAR ENDED JUNE 30, 2016**

	2016	2015
	----- RUPEES -----	
Revenue	132,025,384	118,308,458
Total Expenses	183,316,078	136,237,890
Operating Loss	(51,290,694)	(17,929,432)
Financial Charges	854	90,286
	(51,291,548)	(18,019,718)
Other Income	140,208	993,461
Loss for the year Before Taxation	(51,151,340)	(17,026,257)
Taxation - Net	(11,601,103)	7,172,615
Loss for the year After Taxation	(62,752,443)	(9,853,642)

- (vi) Average borrowing cost of the investing company or in case of absence of borrowing the KIBOR (Karachi Inter Bank Offered Rate) for the relevant period;

6 Months' KIBOR as at January 26, 2017 is 6.12%.

- (vii) Rate of interest, mark up, profit, fees or commission etc. to be charged;

6 months' KIBOR plus 3.5%.

- (viii) Sources of funds from where loans or advances will be given;

Loan shall be provided from FBL's own sources.

- (ix) Where loans or advances are being granted using borrowed funds:
- a) justification for granting loan or advance out of borrowed funds;
 - b) detail of guarantees / assets pledged for obtaining such funds, if any;
 - and
 - c) repayment schedules of borrowing of the investing company;

Not applicable.

- (x) Particulars of collateral security to be obtained against loan to the borrowing company or undertaking, if any;

The loan provided by FBL will be unsecured.

- (xi) If the loans or advances carry conversion feature i.e. it is convertible into securities, this fact along with complete detail including conversion formula, circumstances in which the conversion may take place and the time when the conversion may be exercisable;

The loan is not convertible.

- (xii) Repayment schedule and terms of loans or advances to be given to the investee company;

The loan will be repayable at the end of the three year term in lump sum, subject to compliance with applicable regulatory requirements and approvals.

- (xiii) Salient feature of all agreements entered or to be entered with its associated company/undertaking with regards to proposed investment;

FBL has only entered into a financing agreement with FAML with regard to the proposed loan.

- (xiv) Direct or indirect interest of directors, sponsors, majority shareholders and their relatives, if any, in the associated company/undertaking or the transaction under consideration;

Mr. Nauman Ansari, President & CEO of Faysal Bank Limited (FBL) is the Chairman of the Board of Directors of Faysal Asset Management Limited (FAML). The detail of Shareholding of FAML is given below:

Name	Percentage %
Faysal Bank Limited	30%

There is no personal interest of the directors, sponsors, majority shareholders or their relatives in the transactions.

- (xv) Any other important details necessary for the members to understand the transaction;
- and

All the necessary details have been mentioned under relevant heads in this document.

(xvi) In case of investment in a project of an associated company / undertaking that has not commenced operations, in addition to the information referred to above, the following further information is required namely:

- a) a description of the project and its history since conceptualization;
- b) starting date and expected date of completion;
- c) time by which such project shall become commercially operational;
- d) expected return on total capital employed in the project; and
- e) funds invested or to be invested by the promoters distinguishing between cash and non-cash amounts;

Not applicable.

Agenda Item No. 9:

To consider and approve FBL's Investment of up to PKR 500 Million as seed money in certain funds of Faysal Asset Management Limited (FAML) with or without modifications.

FBL from time to time makes investment in funds launched by its associated company, FAML. For this purpose approval of PKR 500 Million is sought from shareholders.

- (i) Name of the associated company or associated undertaking along with criteria based on which the associated relationship is established;

Investment in new funds to be launched by FAML. Associated relationship due to 30% shareholding of FBL in FAML.

- (ii) Purpose, benefits and period of investment;

This seed money investment will enable FAML to launch new funds and grow its business, the benefits of which will flow to FBL in the form of dividends on this investment in funds and also in investment in FAML equity.

- (iii) Maximum amount of investment;

Investment up to PKR 500 Million.

- (iv) Maximum price at which securities will be acquired;

Face Value

- (v) Maximum number of securities to be acquired;

Dependent upon number of funds launched by FAML

- (vi) Number of securities and percentage thereof held before and after the proposed investment;

Not Applicable

- (vii) In case of investment in listed securities, average of the preceding twelve weekly average price of the security intended to be acquired;

Not Applicable

- (viii) In case of investment in unlisted securities, fair market value of such securities determined in terms of regulation 6(1);

Not Applicable

- (ix) Break-up value of securities intended to be acquired on the basis of the latest audited financial statements;

Not Applicable

- (x) Earning per share of the associated company or associated undertaking for the last three years;

Not Applicable

- (xi) Sources of fund from which securities will be acquired;

Units will be purchased from FBLs own sources

- (xii) Where the securities are intended to be acquired using borrowed funds,-

(I) justification for investment through borrowings; and

(II) detail of guarantees and assets pledged for obtaining such funds;

Not Applicable

- (xiii) Salient features of the agreement(s), if any, entered into with its associated company or associated undertaking with regards to the proposed investment;

Not Applicable

- (xiv) Direct or indirect interest of directors, sponsors, majority shareholders and their relatives, if any, in the associated company or associated undertaking or the transaction under consideration;

Mr. Nauman Ansari, President & CEO of Faysal Bank Limited (FBL) is the Chairman of the Board of Directors of Faysal Asset Management Limited (FAML). The detail of Shareholding of FAML is given below:

Name	Percentage %
Faysal Bank Limited	30%

There is no personal interest of the directors, sponsors, majority shareholders or their relatives in the transactions.

- (xv) Any other important details necessary for the members to understand the transaction; and

Not Applicable

- (xvi) In case of investment in securities of a project of an associated company or associated undertaking that has not commenced operations, in addition to the information referred to above, the following further information, is required, namely,-

- (I) description of the project and its history since conceptualization;
- (II) starting and expected dated of completion of work;
- (III) time by which such project shall become commercially operational; and
- (IV) expected time by which the project shall start paying return on investment;

Not Applicable

Agenda Item No. 10:

Transmission of Annual Report through CD/DVD/USB

Approval of the shareholders is sought for the transmission of Annual Report through CD/DVD/USB in terms of SRO No. 470(I)/2016 dated May 31, 2016 by Securities and Exchange Commission of Pakistan. Shareholders have the option to request for a hard copy free of cost at their registered addresses by submitting a duly filled Request Form available at the Company's website i.e. www.faysalbank.com. The shareholders who wish to receive hard copies for all future Annual Reports are advised to submit their preference in writing to the Company. The Shareholders are requested to send the duly filled and signed Request Forms to the through courier/post to the Company's Share Registrar Central Depository Company of Pakistan Limited, CDC House, 99-B, Block-B, S.M.C.H.S., Main Shahrah-e-Faisal, Karachi or a scanned of the request can be emailed to the Company Secretary at companysecretary@faysalbank.com.

Please note that in terms of SRO 787(I)/2014 dated September 8, 2014, the Company will provide Annual Report through email to all those shareholders who have given their consent in this regard. Any changes in the email address provided earlier should be communicated to the Company through request form available on the website.

BUSINESS RECORDER

Karachi, Wednesday 8 March 2017, 8 Jamadi-us-Sani 1438

NOTICE OF THE TWENTY SECOND ANNUAL GENERAL MEETING

Notice is hereby given that the 22nd Annual General Meeting of Faysal Bank Limited ("FBL") will be held on March 29, 2017 at 9:00 a.m. at Merriott Hotel, Pool Marquee, Karachi to transact the following business:

ORDINARY BUSINESS:

1. To confirm the minutes of the 21st Annual General Meeting held on March 29, 2016.
2. To receive and adopt Annual Audited Accounts, Statement of Compliance with Code of Corporate Governance of FBL for the year ended December 31, 2016 together with the Directors' and Auditors' Reports thereon.
3. To consider and approve as recommended by the Board of Directors to issue Bonus Shares in proportion of 10 shares for every 100 shares held i.e. 10% for the year ended December 31, 2016.
4. To elect Nine (09) Directors of FBL for a period of three years commencing from March 29, 2017 in accordance with the provisions of the Companies Ordinance, 1984 and Memorandum and Articles of Association. The names of retiring Directors are as under:
 1. Mr. Farooq Rahmatullah Khan
 2. Mr. Ahmed Abdulrahim Mohamed Abdulla Bucheery
 3. Mian Muhammad Younis
 4. Mr. Imtiaz Ahmad Pervez
 5. Mr. Juma Hasan Ali Abul
 6. Mr. Abdulrahman Ebrahim Mohamed AlQasimi
 7. Mr. Abdulla Abdulaziz Ali Taleb

The Board of Directors has fixed the number of Directors to be elected at this meeting to be Nine (09) at the Board meeting held on October 27, 2016. The retiring Directors shall be eligible to offer themselves for re-election in accordance with applicable Regulations.

5. To appoint External Auditors for the ensuing financial year 2017 at a mutually agreed rate of remuneration. The present Auditors, A.F. Ferguson & Company, Chartered Accountants, being eligible, offer themselves for reappointment.
6. Any other business with the permission of the Chair.

SPECIAL BUSINESS:

7. To approve disposal of fractional shares created out of the issuance of bonus shares by the Bank for the year 2016 by passing the following resolution as ordinary resolution with or without amendments:

"Resolved that in the event of any member holding fraction of a Share, the Company Secretary be and is hereby authorized to consolidate such Fractional entitlement and sell in the stock market and the proceeds of sell (less expenses) when realized, be donated to a Charitable Trust namely; "Waqf Faisal".

8. To Consider and approve subordinated loan of PKR 180 Million for Faysal Asset Management Limited an Associated Company of Faysal Bank Limited (FBL) for three years tenure and pass the following Special Resolutions as required under Section 208 of the Companies Ordinance 1984 with or without modifications:

"RESOLVED that the subordinated loan of PKR 180 Million by Faysal Bank Limited (FBL) for Faysal Asset Management Limited an Associated Company of FBL for three years tenure with 6 month KIBOR plus 3.5% markup, be and is hereby approved, subject to compliance of all the regulatory approvals."

FURTHER RESOLVED that for the purpose of giving effect to this Special Resolution; 1) the President & CEO and / or 2) the Company Secretary and / or 3) Chief Financial Officer of the Bank be and are hereby singly or jointly authorized to take all necessary actions and do all acts, deeds and things in the matter.

9. To consider and approve FBL's investment of up to PKR 500 Million into the funds of Faysal Asset Management Limited (FAML) to be launched during 2017 as seed money and pass the following Special Resolutions as required under section 208 of the Companies Ordinance 1984 with or without modifications:

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FURTHER RESOLVED that for the purpose of giving effect to this Special Resolution; 1) the President & CEO and / or 2) the Company Secretary and / or 3) Chief Financial Officer of the Bank be and are hereby singly or jointly authorized to take all necessary actions and do all acts, deeds and things in the matter.

10. To approve transmission of Annual Audited Accounts of the Company either through CD/DVD or USB at their registered address as allowed by the SECP vide its SRO 470(I)/2016 dated May 31, 2016 and pass the following Special Resolution:

"RESOLVED that the consent and approval of the members of Faysal Bank Limited be and is hereby accorded for transmission of the Annual Balance Sheet and Profit and Loss Accounts, Directors' and Auditors' Report etc. ("Annual Audited Accounts") through CD/DVD or USB, instead of transmitting the same in hard copies, to the members for future years commencing from the next year."

FURTHER RESOLVED that for the purpose of giving effect to this Special Resolution; 1) the President & CEO and / or 2) the Company Secretary of the Bank be and are hereby singly or jointly authorized to take all necessary actions and do all acts, deeds and things in the matter.

11. To Consider and approve the amount of remuneration paid to the Non-Executive/Independent Directors of FBL during the year 2016 for attending the Board/Sub-Committees Meetings and in that connection to pass the following resolution as an Ordinary Resolution, with or without modification, addition or deletion:

"RESOLVED that the remuneration paid to the Chairman, Non-Executive and Independent Directors of Faysal Bank Limited for attending Board meetings and meetings of the Board Committees i.e. (Recruitment, Nomination and Remuneration Committee; Board Risk Management Committee; Board Audit & Corporate Governance Committee and Board Strategic Planning and Business Transformation Committee) as disclosed in Note 38 of the Audited Financial Statements of the Bank for the year ended December 31, 2016, be and is hereby approved."

12. To transact any other Business with the permission of the Chairmen.

Karachi dated: March 7, 2017

By the order of the Board

Aurangzeb Amin
Company Secretary & Head of Legal

Notes:

1. The Share Transfer Books of the Bank shall remain closed from **March 21, 2017 to March 29, 2017** (both days inclusive). Transfer received at the Share Registrar of the Bank, by the close of business on March 20, 2017 will be treated in time for the purpose of entitlement of aforesaid Bonus Shares.
2. Any member who seeks to contest an election to the office of Director shall file with the Company a notice of his/her intention to offer him/herself for election of directors at Registered Office, Faysal House, ST-02, Commercial Lane, Main Shahr-e-Faisal, Karachi, not later than 14 days before the date of Annual General Meeting in terms of section 178(4) of the Companies Ordinance, 1984 together with the following:
 - a) Consent to Act as Director and form 28 duly completed as required under Section 184 of the Companies Ordinance, 1984.
 - b) Declaration in respect of being compliant with the requirement of the Code of Corporate Governance 2012 and the eligibility criteria as set out in the Companies Ordinance, 1984 to act as Director of listed Company.
 - c) Detailed profile along with office address for placement into the Bank's Website within seven (07) days prior to the election in terms of SRO 25(1)/2012 dated 16 January 2012 and SRO 634(1)/2014 dated 10th July 2014.
3. A member entitled to attend and vote at the Meeting may appoint another Member as per his/her proxy to attend and vote for him/her provided that a corporation may appoint as its proxy a person who is not a member, but is duly authorized by the corporation. Proxies must be received at the Registered Office of the Bank not less than 48 hours before the time of the holding of the Meeting.
4. Members are required to timely notify any change in their address to Bank's Shares Registrar M/s. Central Depository Company of Pakistan Limited, CDC House, 99-B, Block-B, S.M.C.H.S., Main Shahr-e-Faisal, Karachi.
5. CDC Account Holders will further have to follow the under mentioned guidelines as laid down in Circular 1 dated January 26, 2000 issued by the Securities and Exchange Commission of Pakistan.
 - A. For attending the Meeting:
 - i) In case of individuals, the account holder or sub-account holder and/or the person whose securities are in group account and their registration detail are uploaded as per the regulations, shall authenticate his/her identity by showing his/her original Computerized National Identity Card (CNIC) or original passport at the time of attending the Meeting.
 - ii) In case of corporate entity, the Board of Directors' resolution/power of attorney with specimen signature of the nominee shall be produced (unless it has been provided earlier) at the time of Meeting.
 - B. For appointing proxies:
 - i) In case of individuals, the account holder or sub-account holder and for the person whose securities are in group account and their registration details are uploaded as per the regulations, shall submit the proxy form as per the above requirement.
 - 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 form.
 - iv) The proxy shall produce his/her original CNIC or original passport at the time of the Meeting.
 - v) In case of corporate entity, the Board of Directors' resolution/power of attorney with specimen signature shall be submitted (unless it has been provided earlier) along with proxy form to the Company.
6. **Computerized National Identity Card (CNIC) / National Tax Number (NTN)**
 With reference to the Securities and Exchange Commission of Pakistan (SECP) Notifications SRO 19(I)/2014 dated January 10, 2014 and SRO 831 (I) 2012 dated July 05, 2012, which mandates that the dividend warrants should bear CNIC number of the registered member or their authorized person, except in case of minor(s) and corporate members. All those individual members holding physical shares who have not yet recorded their CNIC No. are once again reminded to immediately submit the copy of their CNIC to Company's Share Registrar M/s. Central Depository Company of Pakistan Limited, CDC House, 99-B, Block-B, S.M.C.H.S., Main Shahr-e-Faisal, Karachi. Members while sending CNIC must quote their respective folio numbers.
 The corporate members having CDC accounts are required to have their NTN updated with their respective participants, whereas corporate entities having physical shares should send a copy of their NTN certificate to Company's Share Registrar. The corporate members while sending NTN or NTN certificates, as the case may be, must quote the company name and their respective folio numbers.
7. **Availability of Audited Financial Statements on Company's Website**
 The Company has placed the Audited Annual Financial Statements for the year ended December 31, 2015 along with Auditors' and Directors' Reports thereon on its website: www.faysalbank.com
8. **Transmission of Financial Statements to the Members through e-mail**
 In pursuance of SECP notification S.R.O 787 (I)/2014 dated September 08, 2014, the companies have been allowed to circulate their Annual Balance Sheet and Profit and Loss Account, Auditor's and Director's Report (Annual Financial Statements) along with Notice of Annual General Meeting (Notice) through e-mail to the members of the Company. Members desiring to avail this facility may provide the requisite information to the Company Share Registrar, M/s. Central Depository Company of Pakistan Limited, CDC House, 99-B, Block-B, S.M.C.H.S., Main Shahr-e-Faisal, Karachi for which form may be downloaded from the Company's website: www.faysalbank.com
9. **5% Withholding Tax on Bonus Shares**
 Pursuant to the provisions of Section 236M of the Income Tax Ordinance, 2001, Bonus Shares is subject to withholding tax at the rate of 5%. The shareholders who will deposit 5% tax amount on Bonus Shares equal to five percent of the value of the total bonus shares issued to the shareholder determined on the basis of the day and price on the first day of closure of books are entitled for 100% of the approved Bonus Shares.
 In case the shareholders fail to pay the said tax to the company within the prescribed time, the company is required to deposit the bonus shares withheld from its shareholders in Central Depository Company of Pakistan Limited in terms of the order of the Federal Board of Revenue, Government of Pakistan dated March 19, 2015.
 The letters for collection of tax amount on 5% Bonus Shares will be dispatched to all entitled shareholders separately within the specified time frame bound by FBR.
10. **Consent for Video Conference Facility:**
 Members can also avail video conference facility. In this regard, please fill the following and submit the registered address of the Company 10 days before holding of the AGM.
 If the Company receives consents from members holding in aggregate 10% or more shareholding residing at a geographical location, to participate in the Meeting through video conference at least 10 days prior to date of the Meeting, the Company will arrange video conference facility in the city subject to availability of such facility in that city.
 The Company will intimate members regarding venue of the video conference facility at least 05 days before the date of AGM along with complete information necessary to enable them to access such facility.

"I/We _____ of _____ being a member of Faysal Bank Limited, holder of _____ Ordinary Shares as per registered Folio # _____ CDC ID & A/C No. _____ hereby opt for video conference facility at _____. My email address _____."

Signature of Shareholder _____

For any query/information, members may contact our Share Registrar M/s. Central Depository Company of Pakistan Limited, CDC House, 99-B, Block-B, S.M.C.H.S., Main Shahr-e-Faisal, Karachi.

Note: Statements of Material Facts under Section 180(1)(b) of the Companies Ordinance 1984 relating to the Special Business has been dispatched to Shareholders along with Annual Report 2016.

www.faysalbank.com

faysabank
Bank on Ambition



اطلاع برائے بائیسواں سالانہ اجلاس عام

ذریعہ اطلاع: ہمارے کچھ اہم کارکنوں نے 28 مارچ 2017ء کو 09:00 بجے ہمارے ملک چلے گئے تھے۔ ان کی سہولتوں کے لئے ہمارے ملک میں...

1. کارکنوں کی تعداد 2016ء کی تقریباً 12% تھی۔
2. 2016ء کی تقریباً 13% تھی۔
3. 2016ء کی تقریباً 13% تھی۔
4. 2016ء کی تقریباً 13% تھی۔
5. 2016ء کی تقریباً 13% تھی۔
6. 2016ء کی تقریباً 13% تھی۔
7. 2016ء کی تقریباً 13% تھی۔
8. 2016ء کی تقریباً 13% تھی۔
9. 2016ء کی تقریباً 13% تھی۔
10. 2016ء کی تقریباً 13% تھی۔
11. 2016ء کی تقریباً 13% تھی۔
12. 2016ء کی تقریباً 13% تھی۔

[illegible][illegible][illegible][illegible]

اگر ان کی صورتیں کافور سے مل جائیں تو ان کو کافور کا نام دیا جائے گا۔ اگر ان کی صورتیں کافور سے مل جائیں تو ان کو کافور کا نام دیا جائے گا۔ اگر ان کی صورتیں کافور سے مل جائیں تو ان کو کافور کا نام دیا جائے گا۔

[illegible]

یہاں کا کہنا ہے کہ اگر ان کی کال ہوتی ہے کہ وہ اس طرح سے CNIC کی کاپی منسلک ضرورت مند پر اپنا نام لکھ کر بھیجیں تو ان کو یہ بھی بتایا جائے گا کہ ان کو اپنا CNIC منسلک ضرورت مند پر اپنا نام لکھ کر بھیجنا ہے۔

چونکہ یہ ایک نیا فن ہے اس لیے اس کی تعلیم دینا ضروری ہے۔

مقامی حکومتوں کے ذریعہ ایسے ایسے کام کی تصدیق کی جائے گی جن کی وجہ سے ان کے علاقوں میں ترقی ہو سکے گی۔

[illegible]

کراچی کا سٹیڈیہ

میں نے اپنی فطرت کی سادگی سے استفادہ کیا اور حاصل کر لیا ہے۔ اس شخص کے پاس نہ صرف ایک صواب الہی تھا بلکہ اس کے کھلنے کے لئے خدا نے اس میں یہ صلاح دیا کہ وہ اس سے استفادہ کرے اور اس کو حاصل کرے۔

شماره _____

کئی اصطلاح کی صورت میں، مثلاً، عصمہ و ملازمین متعلقہ یا انسانی کھلاؤں اور انتظامی اقدار کی ای سی جیس B-98-B، تاکہ ایک کام کی ڈیٹا تک مشورتاً بروئے عمل کر سکی جائے۔

Qaysabank 