



DAWOOD CAPITAL MANAGEMENT LIMITED

5B Lakson Square Building # I, Sarwar Shaheed Road, Karachi 74200 Pakistan
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URL: www.edawood.com E-mail: dcm@edawood.com

November 8, 2016

The General Manager
Pakistan Stock Exchange Ltd.
Stock Exchange Building
Stock Exchange Road
Karachi.

Subject: Notice of Annual General Meeting

Dear Sir,

Enclosed please find a copy of the Notice of the Annual General Meeting to be held on November 30, 2016 at 10:30 am for circulation amongst the TRE Certificate Holders of the Exchange.

Yours Sincerely,

Waris Jamil
Company Secretary

**Notice of Annual General Meeting
Dawood Capital Management Limited**

Notice is hereby given that the 25th AGM of Dawood Capital Management Limited will be held at its Registered Office, 5B Lakson Square Building No.1, Sarwar Shaheed Road, Karachi on November 30, 2016 at 10:30 a.m. to transact the following business:

Ordinary Businesses

1. To confirm the minutes of 24th Annual General Meeting held on November 30, 2016.
2. To receive, consider and adopt the Audited Financial Statements of the Company for the year ended June 30, 2016 together with Directors' and Auditors' Reports thereon.
3. To consider the appointment of External Auditors and to fix their remuneration for the financial year ending June 30, 2017.

4. **SPECIAL BUSINESS**

Ordinary Resolutions:

1. Transmission of Annual Accounts

To give effect of S.R.O 470(I)2016 dated May 31, 2016 of the Securities & Exchange Commission of Pakistan ("SECP") shareholder's approval is being sought to allow the Company to circulate its Annual Report through CD/DVD/USB to all members. The Company, however, shall place on its website a standard Request Form to enable intimation to the Company by those members who require hard copy of the Annual Report instead of through CD/DVD/USB. In this regard, the following resolutions are proposed to be passed as Ordinary Resolutions.

RESOLVED that the Company may transmit the annual balance sheet and profit and loss account, auditor's report and director's report, to its members through CD/DVD/USB instead of hard copy at their registered addresses.

FURTHER RESOLVED THAT the standard Request Form be and is hereby placed on Company's website for the purpose of communication of the requisition of annual audited accounts through hard copy.

5. **Special Resolutions:**

2. Change of Name of the Company

To consider the change of name of Company and pass the following resolution with or without modification as special resolution:

"Resolved that, the name of the Company be and is hereby changed from "Dawood Capital Management Limited to 786 Investments Limited or any other similar name subject to the approval from SECP".

Further Resolved that the new name of the Company will be replaced with the old name wherever appears in MOA and AOA or elsewhere"

FURTHER RESOLVED THAT the Chief Executive Officer and the Company Secretary be and are hereby singly authorized to take or cause to be taken any and all actions necessary and

incidental for the purposes of change name of the Company and make necessary submissions and complete legal formalities, as may be required to implement the aforesaid Special Resolutions”

3.Amendment in Article of Association

The Securities & Exchange Commission of Pakistan has issued the Companies (E-Voting) Regulations, 2016 (the “Regulations”) on January 22, 2016 vide S.R.O 43(I)/2016 which allows both members and non-members to take part in decision making in the general meeting of the Company through electronic means through an intermediary.

In order to comply with the Regulations, the existing Articles of Association (AOA) of the Company needs to be amended.

To consider, propose and if thought fit, pass with without modification, the Special Resolutions to amend the existing Articles of Association by addition of the following new paragraph in Article 54 and Article 58(iii) in order to bring the effect of the Companies (E-Voting) Regulations, 2016.

RESOLVED THAT the following new paragraph be and is hereby added in the existing Article 54 of the AOA of the Company to be read as follows:

54 Votes of Members

“The provisions and requirements for e-voting 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 following new paragraph be and is hereby added in the existing Article 58 of the AOA of the Company to be read as follows:

58(iii) Form of Proxy

“An instrument appointing a proxy shall be in the form specified in Regulation 39 of the Table ‘A’ in the First Schedule to the Ordinance or Schedule II of the Companies (E-Voting) Regulations, 2016 or in any other form which the Directors may approve.”

FURTHER RESOLVED THAT the Chief Executive Officer and the Company Secretary be and are hereby singly 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”

A statement under Section 160 (1) (b) of the Companies Ordinance, 1984 setting forth all material facts including a draft of the PROPOSED RESOLUTIONS to above special business is annexed to the notice of meeting being sent to the shareholders.

6. Any other Business with the permission of the Chair.

By Order of the Board

November 9, 2016
Karachi

Waris Jamil
CFO & Company Secretary

Notes:

1. The share transfer books of the Company shall remain closed from November 24, 2016 to November 30, 2016 (both days inclusive). Shareholders are requested to notify to our Share Registrar FD Registrar Services (SMC-Pvt.) Ltd at 1705, 17th Floor, Saima Trade Tower-A I.I. Chundrigar Road, Karachi, if any change of address immediately.
2. A member entitled to attend and vote at this meeting may appoint a proxy to attend and vote on his/her behalf. Proxy forms, in order to be effective, must be received at the Registered Office, duly stamped and signed not less than 48 hours before the meeting.
3. The CDC account/sub-account holders are requested to bring with them their computerized National ID Cards (CNIC) along with Participant(s) ID number and their account numbers at the time of attending this meeting in order to facilitate identification of the respective shareholder(s). In respect of corporate entity, the Board of Directors Resolution/Power of Attorney with specimen signatures be produced at the time of meeting.