

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is hereby given that 16th Extraordinary General Meeting of Trust Investment Bank Limited will be held on Monday, December 12, 2016 at 04:00 p.m. at Hotel Sunfort, 72-D/1, Commercial Zone, Liberty Market, Gulberg-III, Lahore, to transact the following business:

A – ORDINARY BUSINESS
 1. To confirm the minutes of 25th Annual General Meeting held on October 31, 2016.

B – SPECIAL BUSINESS
 2. To consider, and if deemed fit, to pass the following resolutions as Special Resolutions with or without any modifications:

RESOLVED THAT The Authorized Share Capital of the Company be and is hereby increased from Rs. 1,500,000,000/- (Rupees One Billion Five Hundred million only) divided into 80,000,000/- (Eighty Million) Ordinary Shares of Rs. 10/- each and 70,000,000/- (Seventy Million) Cumulative, Redeemable, Convertible Preference Shares of Rs. 10/- each to Rs. 2,200,000,000/- (Rupees Two Billion Two Hundred Million only) divided into 150,000,000/- (One Hundred Fifty Million) Ordinary Shares of Rs. 10/- each and 70,000,000/- (Seventy Million) Cumulative, Redeemable, Convertible Preference Shares of Rs. 10/- each.

FURTHER RESOLVED THAT Clause V of Memorandum of Association and relevant clause of Articles of Association be amended accordingly.

FURTHER RESOLVED THAT subject to applicable regulatory approvals and in order to meet Minimum Equity Requirement of Rs.750,000,000/- (Rupees Seven Hundred and Fifty Million), following ordinary shares be and are hereby issued AT PAR value to the shareholders mentioned below by way of other than Right Issue in terms of Section 86(1) of the Companies Ordinance, 1984, rank pari passu with the existing ordinary shares of the company in all respects:

Srl. No.	Name of Shareholders	No. of shares to be issued	Remarks
1	Mr. Asif Kamal	25,000,000 shares of Rs.10/- each	Against adjustment of loan
2	Mr. Mamoon-ur-Rashid	6,658,759 shares of Rs.10/- each	Against adjustment of loan in form of land

FURTHER RESOLVED THAT the Chief Executive Officer and/or Secretary of the Company be and are hereby jointly and/or severally authorized for and on behalf of the Company, to take all steps necessary, ancillary or incidental for the above said purpose including but not limited to obtaining all requisite approvals, filing of statutory returns and all other documents as may be required in this behalf to be filed with the Companies Registration Office and the Securities and Exchange Commission of Pakistan, executing all such certificates, applications, notices, reports, letters and any other document or instrument required in respect of the issue of shares by way of other than Right Issue in terms of Section 86(1) of the Companies Ordinance, 1984 and all other matters incidental or ancillary thereto.

3. To transact any other business with the permission of the chair.

By Order of the Board, Lahore
Zahra Khalid
 Company Secretary

Dated: November 21, 2016

Notes:

- The share transfer books of the Bank will remain closed from November 28, 2016 to December 12, 2016 (Both days inclusive).
- A member of the Bank entitled to attend and vote at the meeting may appoint another member as his/her proxy to attend and vote in his/her place. Proxies in order to be effective must be received at the registered office of the Bank, duly stamped and signed, not less than 48 hours before the time of the meeting.
- An individual beneficial owner of CDC, entitled to vote at this meeting shall authenticate his identity by showing his/ her original CNIC along with Participant's ID number and in case of proxy, a copy of shareholder's attested CNIC must be attached with the proxy form.
- Statement of material facts in terms of Section 86 (3) is being sent to the shareholders along with the notice.

Statement of material facts in terms of Section 86 (3) of the Companies Ordinance, 1984

- The shares are being issued to meet minimum equity requirement for NBFCs.
- The share of the Company is being quoted below par, hence being issued otherwise than cash as the Directors do not expect any favorable reply from all shareholders.
- The Directors have no vested interest except to the extent of their shareholding in the company.
 The financial burden will be reduced after this issue