



NOTICE FOR CALLING EXTRAORDINARY GENERAL MEETING OF MEMBERS OF ESCORTS INVESTMENT BANK LIMITED (“COMPANY”)

Notice is hereby served to all the Members of the Company under Section 133(8) of the Companies Act, 2017 that the Extraordinary General Meeting of Escorts Investment Bank Limited will be held on Friday, April 27, 2018 at 03:00 pm at the registered office of the Company situated at Alfalah Building, 1st Floor, Sector-B, Bahria Town, Mohlanwal, Lahore to transact the following business:

SPECIAL BUSINESS

1. The Board in its meeting held on Monday March 26, 2018 discussed the need to issue further share capital for the purposes of expanding the business of the Company. The Board members concurred that to achieve this purpose, it was necessary to increase the authorized share capital from PKR 2,000,000,000 (Rupees Two Billion only)/- consisting of 200,000,000 (Two Hundred Million) ordinary shares of PKR 10/- (Rupees Ten) each to PKR 3,000,000,000 (Rupees Three Billion only)/- consisting of 300,000,000 (Three Hundred Million) ordinary shares of PKR 10/- (Rupees Ten) each. For this purpose, the members are to consider and, if deemed fit, pass the following resolutions as ‘special resolutions’, with or without modification, to increase the authorised capital of the Company and for alteration in the Articles of Association of the Company to provide for the power to divide share capital into classes of shares and provide for different rights, restrictions and privileges of shares:

(a) **Resolved that** it is in the Company’s commercial interests that the authorized capital of the Company be increased to PKR 3,000,000,000 (Rupees Three Billion only)/- consisting of 300,000,000 (Three Hundred Million) ordinary shares of PKR 10/- (Rupees Ten) each.

(b) **Resolved that** Clause VI of the Memorandum of Association be deleted and replaced with the following:

“Capital

VI. The Authorized Capital of the Company is PKR. 3, 000, 000, 000/- (Rupees Three Billion only)/- consisting of 300, 000, 000 (Three Hundred Million) ordinary shares of PKR 10/- (Rupees Ten) each with rights, privileges and conditions attached thereto as are provided by the Articles of the Company for the time being with power to increase and reduce the capital of the Company and to divide the shares in the capital for the time being into several classes in accordance with provisions of the Companies Act, 2017”

(c) **Resolved that** Clause 4 of the Articles of Association be deleted and replaced with the following:



“4. Capital

The Authorized Capital of the Company is PKR. 3, 000, 000, 000/- (Rupees Three Billion only)/- consisting of 300, 000, 000 (Three Hundred Million) ordinary shares of PKR 10/- (Rupees Ten) each with rights, privileges and conditions attached thereto as are provided by the Articles of the Company for the time being with power to increase and reduce the capital of the Company and to divide the shares in the capital for the time being into several classes in accordance with provisions of the Companies Act, 2017. Minimum subscription will be 200,000,000.”

- (d) Resolved** that the insertion of the following new Clause 4A after existing Clause 4 of the Articles of Association be and is hereby approved:

“4A. Rights, Restrictions and Privileges of Shares

Subject to Section 58 of the Companies Act, 2017 and any rules in that regard made under the said Act, and without prejudice to any special rights previously conferred on the holders of any existing shares or class of shares, any share in the Company may be issued with different rights, restrictions and privileges, including but not limited to the following, name:-

- (a) Different voting rights; voting rights disproportionate to the paid-up value of shares held; voting rights for specific purposes only; or no voting rights at all;*
- (b) Different rights for entitlement of dividend, right shares or bonus shares or entitlement to receive the notices and to attend the General Meetings;*
- (c) Rights and privileges for indefinite period, for a limited specified period or for such periods as may from time to time be determined by the members through special resolution; and*
- (d) Different manner and mode of redemption, including but not limited to, by way of conversion of shares with such right and privileges as determined by the Company subject to the provisions of the Companies Act, 2017.”*

2. To consider and if deemed fit, approve the directors’ remuneration for attending meetings of Board of Directors by passing the following resolutions:

Resolved that the remuneration of directors for their services for attending the meetings of the Board of Directors be and are hereby fixed at Rs. 200,000/- per meeting.

Resolved Further that Clause 69 of the Articles of Association be deleted and replaced with the following:

69. Remuneration of Directors

Until otherwise determined by the Company in General meeting, every Director (including an alternate Director but excluding the Chief Executive/Managing Director and a full time Working Director) shall be entitled to be paid as remuneration for his services for attending Board Meetings, a fee at the rate of up to Rs. 200,000/- per meeting attended by him. Each Director (including each alternate Director), shall be entitled to be reimbursed his reasonable expenses incurred in consequence of his attendance at meetings of the Directors, of Committees of Directors.

Further Resolved That Chief Executive Officer and Company Secretary be and are hereby authorized singly and/or jointly to carry out all steps and actions necessary, ancillary and incidental for the purposes of altering the Memorandum and Articles of Association of the Company including filing and submitting of all requisite documents / statutory forms and complying with all other regulatory requirements so as to effectuate the alteration in the Memorandum and Articles of Association and implement the aforesaid resolution.

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

The statement under section 134(3) of the Companies Act, 2017 setting forth the details and material facts pertaining to the special business contained in this notice, to be considered at the meeting, is appended below.

Lahore
April 06, 2018



BY ORDER OF THE BOARD

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AJWAD ALI

COMPANY SECRETARY



Notes:

1. The share transfer books of the Company will remain closed from April 21, 2018 to April 27, 2018 (both days inclusive). Transfers received in order at the office of Company's Share Registrar M/s Hameed Majeed Associates (Pvt.) Limited, HM House, 7 – Bank Square, Lahore, by close of business on Friday, April 20, 2018, will be considered in time, to entitle the transferees to attend and vote at the EOGM.
2. All members are entitled to attend and vote at the Meeting. A member entitled to attend and vote may appoint another member as his / her proxy to attend and vote in his / her behalf. Proxies in order to be effective must be received by the Company at the registered office not less than forty eight (48) hours before the time of holding meeting.
3. An instrument of proxy applicable for the Meeting is being provided with the notice sent to the members. Further copies of the instrument may be obtained from the registered office of the Company during normal office hours. The proxy form can also be downloaded from the Company's website: www.escortsbank.net/
4. The members are requested to submit a copy of their Computerised National Identity Card (CNIC), if not already provided and immediately notify changes if any, in their addresses to our Share Registrar Hameed Majeed Associates (Pvt.) Limited.
5. CDC Account Holders will further have to follow the below mentioned guidelines as laid down in Circular 1, dated 26 January 2000 issued by the Securities and Exchange Commission of Pakistan:

A. For attending the meeting:

- i) 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 the meeting.
- ii) 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 authenticate his/her identity by showing his/her CNIC or original passport at the time of attending the 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 proxy 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 a corporate entity, the Board of Directors' resolution/power of attorney with specimen signature shall be submitted (unless it has been provided earlier) along with the proxy form to the Company.

ANNEXURE-1

STATEMENT UNDER SECTION 134 (3) OF THE COMPANIES ACT, 2017 PERTAINING TO THE SPECIAL BUSINESS

This statement sets out the material facts concerning the Special Business listed at agenda item 1 and 2 to be transacted at the forthcoming Extra Ordinary General Meeting of the Company to be held on April 27, 2018.

The Company seeks its shareholders' approval to pass the special resolutions as provided in the notice of EOGM to issue further share capital for the purposes of expanding the business of the Company. The board believes that it is in the best interest of the stakeholders to have available additional authorized but unissued shares of common stock in an amount adequate to provide for the future needs of the company. The Board members concurred that to achieve this purpose, it was necessary to increase the authorized share capital from PKR 2,000,000,000 (Rupees Two Billion only)/- consisting of 200,000,000 (Two Hundred Million) ordinary shares of PKR 10/- (Rupees Ten) each to PKR 3,000,000,000 (Rupees Three Billion only)/- consisting of 300,000,000 (Three Hundred Million) ordinary shares of PKR 10/- (Rupees Ten) each. The newly authorized shares of common stock will constitute additional shares of different classes of common stock and, if and when issued, may or may not have the same rights and privileges as the shares of common stock currently authorized.

Escorts Investment Bank Limited currently has plans to issue the additional shares of common stock that would be authorized by this proposal in future. The additional shares would provide flexibility to use capital stock for business and financial purposes in the future. It would provide an opportunity to the company to have readily available finance to pursue strategic financial decisions and to launch new products and services in line with the Non-Banking Finance Companies and Notified Entities Regulations, 2008.

The Company also seeks its shareholders' approval to pass the special resolution to increase the remuneration fee of Directors for attending the meeting of Board of Directors from Rs. 2,000/- to Rs. 200,000/-. The Company is competing for talent in the demanding market sector of non-banking finance business and the ability to attract and retain high calibre executives and professionals required to manage and lead Company's business is vital for success. The remuneration packages for directors are in line with the industry.



**Escorts
Investment
Bank**
A Project of BAHRIA TOWN

Escorts Investment Bank Limited

FORM OF PROXY FOR ESCORTS INVESTMENT BANK LIMITED

I _____ of _____ in the district of _____ being a member of Escorts Investment Bank Limited hereby appoint _____ of _____ as my proxy to vote for me and on my behalf at the Extraordinary General Meeting of the Company to be held on _____ at _____ a.m. or at any adjournment thereof.

Signed this _____ day of _____ 2018.

AUTHORIZED SIGNATURE

STAMP (IF APPLICABLE)

Note:

This proxy instrument should be signed, stamped (if applicable) and returned to the Company Secretary of Escorts Investment Bank Limited before the time fixed for the meeting.