



FIRST DAWOOD PROPERTIES LIMITED

FORM-4

FDIBL/MG/ 5059 /2025

October 1, 2025

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

Sub: Notice of Annual General Meeting of First Dawood Properties Limited

Dear Sir,

Enclosed please find a copy of the Notice of the Annual General Meeting to be held on Friday, **October 24, 2025 at 09:30a.m.** at the Registered Office, 19th Floor, Tower-B, Saima Trade Towers, I.I. Chundrigar Road, Karachi, circulation amongst TRE Certificate Holders of the Exchange.

Yours Sincerely,

Syed Musharaf Ali
Company Secretary



Notice of 31st Annual General Meeting (AGM) First Dawood Properties Limited

Notice is hereby given that the 31st AGM of First Dawood Properties Limited will be held at its Registered Office, 19th Floor, Tower-B, Saima Trade Towers, I.I. Chundrigar Road, Karachi on Friday, October 24, 2025 at 09:30 a.m. to transact the following business:

Ordinary Businesses

1. To confirm the minutes of 30th Annual General Meeting held on October 24, 2024.
2. To receive, consider and adopt the Audited Financial Statements of the Company for the year ended June 30, 2025 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, 2026.
4. To elect seven directors of the Company as fixed by the Board of Directors under the provisions of section 159 of the Companies Act, 2017 for a period of three years, commencing from October 24th 2025. The name of retiring Directors are:
 1. Mr. Christopher John Aitken Andrew
 2. Mr. Muhammad Rizwan-ul Haque
 3. Mr. Abu Khursheed M. Ariff
 4. Mr. Khurshid Abul Khair
 5. Mrs. Farhat Ali
 6. Mr. Iqbal Ahmed
 7. Mr. Aamir Ahsan Khan
5. Any other Business with the permission of the Chair.

By Order of the Board

**October 01, 2025
Karachi**

**Syed Musharaf Ali
CFO & Company Secretary**

Notes:

1. The share transfer books of the Company shall remain closed from October 17, 2025 to October 24, 2025 (both days inclusive). Shareholders are requested to notify to our Share Registrar FD Registrar Services (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. No person other than a member shall act as proxy. 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. **Un Claimed Bonus Shares**
Shareholders who could not collect their bonus shares are advised to contact our share Registrar to collect / enquire about their unclaimed bonus shares, if any. In compliance with section 244 of the Companies Act 2017, after having the stipulated procedure, all such bonus shares outstanding for a period of three years or more from the date due shall be delivered to the SECP.
4. The Securities and Exchange Commission of Pakistan has issued a letter No. CSD/ED/Misc./2016-639-640 dated March 26, 2021 addressed to all listed companies drawing attention towards the provision of Section 72 of the Companies Act, 2017 which requires all companies to replace shares issued by them in physical form with shares to be issued in the Book-Entry-form within a period not exceeding four years from the date of the promulgation of the Act.
5. In order to ensure full compliance with the provisions of the aforesaid Section 72 and to benefit from the facility of holding shares in the Book-Entry-Form, the shareholders who still hold shares in physical form are requested to convert their shares in the Book-Entry-Form.
6. The Company reserves the right to refuse entry for physical attendance to any member who is not carrying their vaccination card with them. These measures are necessary to ensure the safety and the health of all present.



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

A. For Attending the Meeting:

- (i) In case of individuals, the account holders or sub- account holders and / or the persons whose shares are in group accounts and their registration details are uploaded as per CDC Regulations shall authenticate their identity by showing their computerized National Identity Card (CNIC) or original passport at the time of attending.
- (ii) In case of corporate entities, the Board of Directors resolution / power of attorney with specimen signature of the nominees shall be produced (unless it has been provided earlier)
- (iii) If the company receives consent from the members holding in aggregate at least 10% shareholding of total paid up capital residing in a city, to participate in the meeting through video-link at least 07 days prior to date of the meeting, the company will arrange facility of video-link in that city subject to availability of such facility in that city. To avail this facility, please provide the following information to our Registrar i.e. FD Registrar Services (Pvt.) Ltd.

CONSENT FOR VIDEO CONFERENCING FACILITY

I/We, _____ of _____, being a member of First Dawood Properties Limited, holder of _____ ordinary share(s) as per Registered Folio / CDC Account no. _____ hereby opt for video conference facility at _____.

Signature of the Member(s)

B. For Appointing Proxies:

- (i) In case of individuals, the account holders or sub-account holders and or / persons whose shares are in group accounts and their registration details are uploaded as per CDC regulations, shall submit the proxy forms accordingly.
- (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 forms.
- (iv) The proxy shall produce their original CNIC or original passport at the time of the meeting.
- (v) In respect of corporate entity, the Board of Directors Resolution/Power of Attorney with specimen signatures be produced at the time of meeting on behalf of entity.

8. In accordance with the Section of the Companies Act, 2017 and pursuant to the S.R.O. 389(I)2023 dated March 21, 2023, the Annual Audited Financial Statements along with Reports of the Company can be accessed through the following weblink and QR enabled code.

<https://firstdawood.com/fdibl/financial/>



9. E- voting and Postal Ballot

It is hereby notified that pursuant to the Companies (Postal Ballot) Regulations, 2018 and its amendments notified vide SRO 2192(1)/2022 dated December 5, 2022, members will be allowed to exercise their right to vote, in the AGM, in accordance with the conditions mentioned in aforesaid regulations. The Company shall provide its members with the options for E-voting, in case voting is required under Companies Act, 2017:

i. E-Voting Procedure

- a. Details of the e-voting facility will be shared through an e-mail with those members of the Company who have their valid CNIC numbers, cell numbers, and e-mail addresses available in the register of members of the Company within due course. Members who intend to exercise their right of vote through E-Voting shall Update their valid cell numbers and e-mail addresses on or before October 16, 2025
- b. The web address, login details will be communicated to members via email.
- c. Identity of the members intending to cast vote through e-Voting shall be authenticated through authentication for login.
- d. E-voting lines will start from October 21, 2025, 9:00 a.m. and shall close on October 23, 2025 at 5:00 p.m.



Members can cast their votes anytime during this period. Once the vote on the resolution is casted by a member, he/she shall not be allowed to change it subsequently.

ii. Postal Ballot

- a. Members may alternatively opt for voting through postal ballot, which is attached with the Notice and shall be circulated to members at least seven (7) days before the meeting and will also be uploaded on the website of the Company.
- b. The members shall ensure that duly filled and signed ballot paper along with copy of Computerized National Identity Card (CNIC) should reach the Chairman of the meeting through post at 19th Floor, Tower-B, Saima Trade Towers, I.I. Chundrigar Road, Karachi at least one working day before the AGM i.e. by October 23, 2025, before 5:00 p.m. The signature on the ballot paper shall match with the signature on CNIC. A postal ballot received after this time / date shall not be considered for voting.

10) Appointment of scrutinizer:-

In accordance with regulation 11 of the Companies (Postal Ballot) Regulation, 2018 (the Regulation), the Board of the Company has appointed M/s Sohail & Co., Chartered Accountants, a QCR rated audit firm, to act as scrutinizer of the Company for election of Directors in the meeting and to undertake other responsibilities as defined in regulation 11A of the Regulation

In adherence to the regulatory requirements set forth by the SECP, it is hereby stated that no gifts will be distributed at the meeting.

STATEMENT UNDER SECTION 166 (3) & 134 (3) OF THE COMPANIES ACT, 2017

This statement set out justification required concerning Agenda Item No, 4 (Election of Directors) on the notice at the 31st Annual General Meeting.

AGENDA ITEM NO.4

ELECTION OF DIRECTORS

In terms of Section 153 (1) of the Companies Act, 2017, the directors, in Board of Directors meeting have fixed the number of elected directors at Seven (7) to be elected at the Annual General Meeting ("AGM") for a period of three years. The present Directors are interested to the extent that they are eligible for re-election as Directors of the Company.

Independent directors, required on the Board in terms of Regulation 6(1) of the Listed Companies (Code of Corporate Governance) Regulations, 2019, shall be elected through the process of election of directors in terms of section 159 of the Companies Act, 2017 and Articles of Association of the Company.

As regards the justification for choosing independent directors in terms of Section 166(3) of the Act, the candidates for independent director should be eligible for election as director of the listed company and meet the criteria of independence laid down under section 166(2) of the Companies Act, 2017.

Any person who seeks to contest election to the office of Director shall, whether he is a retiring director or otherwise, file with the Company at its Registered Office, 19th Floor, Tower-B, Saima Trade Towers, I.I. Chundrigar Road, Karachi-75530, not later than fourteen days before the date of the meeting, the following documents:

(i) Notice of his/her intention to offer himself/herself for the election of directors in terms of Section 159(3) of the Act, together with the consent to act as a director in Form 28 prescribed under the Companies Act, 2017;

(ii) A detailed profile along with office address as required under SECP's SRO 634 (I)/2014 dated 10 July 2014;

(iii) A director must be a member of the Company at the time of filing of his/her consent for contesting the election of directors except a person representing a member, which is not a natural person.

(iv) A declaration confirming that:

1) He/she is aware of his/her duties and powers under the relevant laws, Memorandum and Articles of Association of the Company and listing regulations of the Pakistan Stock Exchange Limited;

2) He/she is not ineligible to become a director of a listed company under any provisions of the Act, the Listed Companies (Code of Corporate Governance) Regulations, 2019, and any other applicable law, rules and regulations.