

Faysal Bank Limited

Faysal House,
ST-02, Shahrah-e-Faisal
Karachi, Pakistan

UAN 021 111 747 747
TEL 021 3279 5200
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March 8, 2017



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

Dear Sir,

Sub: Notice of 22nd Annual General Meeting (AGM) of Faysal Bank Limited.

We enclose herewith newspaper clippings of Daily Business Recorder and Daily Khabrain dated March 8, 2017 (published in Karachi, Lahore & Islamabad editions) regarding publication of the Notice of 22nd AGM of Faysal Bank Limited.

You may please inform the TRE certificate holders of the Exchange accordingly.

Yours truly,

Aurangzeb Amin
Company Secretary &
Haed of Legal

Encl: As Above

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 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 Pervaz
 5. Mr. Juma Hasan Ali Abul
 6. Mr. Abdulelah Ebrahim Mohamed AlQasimi
 7. Mr. Abdulla Abdulaziz Ali TalebThe 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 vide 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.

Note: Statements of Material Facts under Section 160(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

1۔ اکیسواں سالانہ اجلاس عام منعقدہ 29 مارچ، 2016ء کی منٹس کی توثیق۔

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1۔ جناب فاروقی

3- مہاں محمد یونس

5۔ جناب جو حسن علی مہل

7- جناب عبداللہ عبدالعزیز علی طالب

یہ فیصد سیکھ و مالی سال 2017ء کے

فصلی امور:

تقریباً کسی بھی عمر کے پاس کسریٰ حصوں ہونے کی صورت میں، کچھ تکثری غری کرپور، چارہ کھانا، علاج و جراحہ، اور دوا، احتیاط کرکے کھانگہ، دیکھ کر خدمت کر دیں اور اس سے حاصل ہونے والی رقم (غرضاً ہاتھ منہا کر کے) ایک خیراتی فرسٹ ٹائم "وقف خیرات" کو عطا کر دیں۔

قرار پایا کہ فیصلہ ایٹ منجنت

حرفہ قرار پایا کہ اس خصوصی قرار

۵۔ فیصل رسید محبت لہو

قراردادها که فیصلہ ایست منجمنہ

در حق اربابا که خصوصی قرار دادند

10۔ کچھ کے سالانہ آڈیٹلے حاصل

قرار پایا کہ سالانہ بیلنس شیٹ اور

حریک قرار پایا کہ اس خصوصی قرار

زمزم پبلک ازمزم اضافے پاکسی کے

لانگ اینڈ بزنس ٹرانسفریشن کمیٹی

— 300 —

دوش:

- 1۔ یکم جنوری 1976ء کو سب سے پہلی بار 21، 2017ء سے 29، 2017ء (میں ان دنوں ایام بیکار ہیں) کی جو پہلی جنگ کے حصہ میں آئے، 2017ء کو دارا کے اقتدار کا کھمبہ ٹوٹ گیا۔ دودھ بڑھایا، بونٹیں کھسک گئیں۔ مقصد کے لئے ہر بات قصور کا بنی گئی۔
- 2۔ دوسری جنگ، جو دارا کیلئے سب سے زیادہ خطرناک ثابت ہوئی، 1984ء کے پٹن (4) 178 کے تحت منظور شدہ کیلئے، سب سے پہلی بار ST-02، کمرشل لین، میں شاہراہ ٹیبل، کراچی، پر احاطہ کیلئے ضروری تھی۔

(a) کمپنیز (تردینس) مجریہ 1984ء کے سیکشن 184 کے تحت مطلوب مکمل فارم 28 اپریل 2004ء اور یکم دسمبر 2004ء کے فیصلے کے مطابق۔

(b) کوڈ آف کارپوریٹ گورننس 2012، مائیکرو اینڈ ریڈیو نیٹس مجریہ 1984، ایس ایم این کردہ مطلوبہ اہلیق معیار کے حامل ہونے کی بنیاد پر بطور ڈائریکٹر کام کرنے کا اعلان۔

ج- (1) SRO 25(1)/2012ء، تاریخ 18 جنوری، 2012ء، وارڈ 634 (1)/2014ء، تاریخ 10 جولائی، 2014ء، کی رو سے انتخابات سے پہلے سات (07) دن کے اندر تفصیلی پروجیکشن آفس آف ایئر بس چیک کی ایک سائنٹ ہزاروں کے لئے منع کرائی۔

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4۔ اراکین کے لئے لازم ہے کہ اپنے چے میں کسی تھیل کی بروقت اطلاع بینک کے حصص حشر ایمرز سینٹرل ڈیپازٹری کھلی آف پاکستان لطیفی ڈی سی ہاؤس 99، پی، بلاک۔ پی، ایس۔ ایم۔ سی۔ ایچ۔ ایس، مین شاہراہ فیصل کراچی کو دیں۔

5۔ سی اے سی کا نوٹ ہولڈر کو سیکورٹیز اینڈ ایکسچینج کمیشن آف پاکستان کی مندرجہ ذیل تجویز کردہ ہدایات کے مطابق جوھر کر نمبر 1 مورخہ 26 جنوری 2000ء کو جاری کی گئی ہیں ان پر عمل کرنا ہوگا۔

اے۔ برائے اجلاس میں شرکت

انٹرنیٹ پر ایس آر جی کے لیے کیو ٹیریز گروپ کا کانسٹم میں ہوں اور ان کی رہنمائی میں تصدیق قواعد کے مطابق اپنا کوڈنگ نمبر (CNIC) اپنا سلیکچرڈ ایجنسی کے ساتھ منسلک کرنا ضروری ہے۔

(۱۱) کارپریٹ ادارے کی صورت میں بورڈ آف ڈائریکٹرز کی قرارداد، پاور آف اٹارنی مع عام فرد کے دعوے کا نمونہ (اگر پہلے فراہم نہ کیے گئے ہوں) اجلاس کے موقع پر پیش کرنے ہوں گے۔

ہی۔ ہمارے پاس کی تقرری

(۱) انفرادی صورت میں اکاؤنٹ ہولڈر یا سب اکاؤنٹ ہولڈر اور/یا اس فرد کو جس کی سیکورٹیز گروپ اکاؤنٹ میں ہوں اور ان کی رجسٹریشن تفصیلات قواعد کے مطابق اپ لوڈ کر لی گئی ہیں۔ پر کسی قارئین یا مندرجہ بالا شرائط کے مطابق جمع کرانے ہوں گے۔

(۱۱) ہر کسی فارم پر دو افراد کی گواہی ہونی چاہیے جن کے نام ہے اور قومی شناختی کارڈ نمبر فارم میں درج ہوں۔

(iii) ممبر اور پراسس ہولڈر کے قومی شناختی کارڈ یا پاسپورٹ کی تصدیق شدہ کاپیاں پراسس فارم کے حوالہ نمٹک ہونی چاہئیں۔

(iv) پراکسی ہولڈر کو اجلاس کے موقع پر اپنا اصل CNIC یا پاسپورٹ پیش کرنا ہوگا۔

(۷) کارپوریشن ادارے کی صورت میں بورڈ آف ڈائریکٹرز کی قرارداد، چارٹر آف امانی مع ماحول کے دعوے کا نمونہ (اگر پہلے فراہم نہ کیے گئے ہوں) اپنا کسی قادم کے ساتھ کوئی کوئی کتابوں سے۔

8- کپیڈاؤڈوئی شناختی کارڈ (سی این ڈی سی) / منسلک نمبر (ایم ٹی این)

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7۔ کھجور کی وجہ سے عام پر آڑے شمالی گوشوں کی دھڑیلی

کھینچی نے 31 دسمبر، 2016 کو قلم ہونے والے سال کے آڈٹ شدہ سالانہ مالی گوشوارے آڈیٹرز اور ڈائریکٹرز کی رپورٹس کے ساتھ اپنی ویب سائٹ: www.faysalbank.com پر اپلوڈ کر دئے ہیں۔

8۔ مہبران کو ہندو ریجہائی میل مالی گلاخانوں کی ترکیل

9۔ یوں حصہ بہ حصہ نمودن و تلفیک

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کریم کریم نئی۔

55 فیصد بونس حصص کی ٹیکس رقم وصولی کے خطوط تمام اقدار حصص ہولڈرز کو ملنے والے بورڈ آف ریونیو سے مقررہ کردہ وقت میں ارسال کر دیے جائیں گے۔

10۔ رضا مندی برائے ولیہ کا فخر نس سہل ہے

ممبران وڈو کا گزٹرنس کی سہولت سے استفادہ بھی حاصل کر سکتے ہیں۔ اس سلسلے میں، برائے مہربانی حسب ذیل فارم پُر کر کے کئی کے صدر جنرل آفس پرمالانا اجلاس عام کے انعقاد سے 10 یوم قبل فراہم کریں۔

اگرچہ کچھ بوجھ ہو، یہ 10 فیصد زیادہ محض ہولڈنگ رکھنے والے ممبران تمام ایک جہاز پر اٹھنا کافی حد تک رہا۔ کچھ بچے تو ان کی جانب سے دفعتاً سہولتیں حاصل ہوتی ہے تو کچھ تو ان کا لڑکپن کی سہولت فراہم کرنے کا انتظام کر سکتے ہیں۔ اگرچہ اس شہر میں ایسی سہولت کی ضرورت ہوگی۔

کئی نمبر ان کو سالانہ اجلاس عام کے انعقاد سے 5 مہم قبل وڈیو کا نظریں سہولت فراہم کر کے مقام کے بارے میں مکمل ضروری معلومات فراہم کرے گی تا کہ نمبر ان کو با آسانی اس سہولت تک رسائی ممکن بنائی جائے۔

میں اہم _____ کے _____ بحیثیت نعلین ٹینک لپیٹنے کے ایک ممبر، ہولڈر _____ عمومی حصص کے رجسٹرڈ فوئیڈیبرری سی آئی ڈی اور اکاؤنٹ نمبر _____ بذریعہ طے اوڈو کا فٹرز کی سہولت برحقام _____ پر حاصل کرنا چاہتا ہوں۔ میرا ای میل ایڈریس _____ ہے

داخلہ حصص ہولڈر

کسی بھی معلومات کی صورت میں، ہمارے حصص رجسٹر اریجرز نیٹ ورک یا ڈی ڈی ایس، 99-B، لاک-8، ایس ایم سی ایچ ایس، مین شاہراہ فیصل، کراچی سے رابطہ کریں۔

لوٹ گئے۔ آزمائش برآمد 1984ء کے ٹیکس 180(1)(b) کے تحت مختلف آف ملز پر ٹیکس خصوصی امور سے متعلق ہے۔ حصص یافتگان کو آمد 2018ء کے احکامات کی کاپی ملے گی۔