

# Notice of Annual General Meeting

Notice is hereby given that the Eighteenth Annual General Meeting of BIPL Securities Limited will be held on Friday, April 06, 2018 at 10:00 a.m. at Institute of Chartered Accountants of Pakistan, Chartered Accountants Avenue, Clifton, Karachi to transact the following businesses:

## Ordinary Business:

1. To confirm the minutes of the Annual General Meeting held on March 20, 2017.
2. To receive, consider and adopt the audited financial statements of the Company for the year ended December 31, 2017 together with the Directors' Report and Auditors' Report thereon.
3. To appoint RSM Avais Hyder Liaquat Nauman Chartered Accountants as the Auditors of the Company and fix their remuneration for the year ending December 31, 2018.

## Special Business:

1. The Securities & Exchange Commission of Pakistan has granted BIPL Securities Limited the license to act as 'Consultant to the issue', subject to the condition that the Company by June 30, 2018 incorporate the Clause as suggested by the Commission in the Memorandum of Association of the Company. Members approval is accordingly sought for the said amendment and if deemed appropriate to pass the following resolution with or without modification:

**"RESOLVED THAT** the sub-clause 4(xii) of Clause III of the Memorandum of Association of the company be and is hereby approved to be replaced by the following new sub-clause:

(xii). to act as consultant to the issue for undertaking the business of advising any person or undertaking regarding issue or offer of securities/public offering of securities and arrangement, reconstruction, mergers, due diligence or take-over of a listed company, subsidiary of a listed company, company undertaking an activity licensed or registered by the Commission and any other regulated financial institution and any of its assets or liabilities.

**RESOLVED FURTHER THAT** the Chief Executive Officer and/or Company Secretary be and are hereby authorized singularly or jointly to do all such acts and deeds as may be necessary or desirable to give effect to the foregoing resolution."

2. To consider and approve transmission of Annual Audited Accounts to members through electronic & digital means or CD/DVD/USB or other permissible compatible medium at their registered or notified address as allowed by the Securities & Exchange Commission of Pakistan under SRO 470(I) dated May 31, 2016 and if deemed appropriate to pass the following resolution with or without modification:

**"RESOLVED THAT** the Company may transmit the annual audited accounts to the members through email or other electronic and digital means or CD or DVD or USB instead of hard copies, as allowed by the Securities & Exchange Commission of Pakistan under SRO 470(I) dated May 31, 2016.

**RESOLVED FURTHER THAT** the Chief Executive Officer and/or Company Secretary be and are hereby authorized singularly or jointly to do all such acts and deeds as may be necessary or

desirable to give effect to the foregoing resolution."

A Statement under section 134(3) of the Companies Act, 2017 pertaining to the Special Business is being sent to the members along with the notice.

By order of the Board

Uzma Sheriff

Company Secretary

Karachi: March 15, 2018

## Notes:

1. The Share Transfer books of the Company shall remain closed from March 31, 2018 to April 06, 2018 (both days inclusive). Transfers received in order by the Share Registrar of the Company, M/s THK Associates (Private) Limited, 1st Floor, 40-C, Block-6, P.E.C.H.S., Karachi 75400, Pakistan, up to the close of business on March 30, 2018 will be treated in time for the purpose of attending the Annual General Meeting.
2. A member entitled to attend and vote at the above meeting may appoint a person/ representative as proxy to attend and vote on his behalf at the Meeting. The annexed instrument of proxy duly executed in accordance with the Articles of Association of the Company must be received at the Registered Office of the Company not less than 48 hours before the time of holding of the meeting.
3. 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.
4. Beneficial owners of physical shares and the shares registered in the name of Central Depository Company of Pakistan Limited (CDC) and/or their proxies are required to produce their original Computerized National Identity Cards (CNICs) or Passports for identification purpose at the time of attending the meeting. The Proxy Form(s) must be submitted with the Company within the time stipulated (mentioned in note no.2 above), duly signed and witnessed by two persons whose names, addresses and CNIC numbers must be mentioned on the Proxy Form(s), along with attested copy(ies) of the CNICs or the Passport(s) of the beneficial owners and the proxy(ies). 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 the Proxy(ies) Form(s) to the Company.
5. Shareholders are requested to notify any changes in their registered address immediately to the Company's Share Registrar, M/s. THK Associates (Private) Limited.
6. Notice to Shareholders who have not yet provided CNIC:  
The shareholders who have not yet provided copies of their CNICs are once again advised to provide at earliest the attested copies of their CNICs (if not already provided) directly to our Independent Share Registrar at the address given in note no.1 above.
7. Placement of Financial Statements:  
The Company has placed the Audited Financial Statements for the year ended December 31, 2017 along with the Auditors and Directors Reports thereon on its website [www.biplsec.com](http://www.biplsec.com).
8. Consent for Video Conference Facility:  
Members holding in aggregate 10% or more shareholding residing at a geographical location other than Karachi, may participate in the meeting through video conference by submitting their application to the Company Secretary at least 10 days prior to date of meeting. The Company will arrange video conference facility in the requested city subject to availability of such facility in that city. The Company will intimate members regarding venue of video conference facility at least 5 days before the date of general meeting along with complete information necessary to enable them to access such facility.