

Notice of Extraordinary General Meeting

Notice is hereby given that an Extraordinary General Meeting ("EGM") of the members of KASB Securities Limited (the "Company") will be held at 9:00 A.M on Tuesday, September 27, 2016 at ICAP Building, Chartered Accountants Avenue, Teen Talwar Karachi, to transact the following businesses:

Special Businesses

- I. To alter the Memorandum of Association of Company and pass the following Special Resolutions, with or without modification(s):
 - A. **"RESOLVED THAT** subject to confirmation by the SECP, the name of the Company under Clause I of Memorandum of Association of the Company be changed and replaced from KASB SECURITIES LIMITED to BIPL Securities Limited."
 - B. **"FURTHER RESOLVED THAT** subject to confirmation by the SECP, the Object Clause III 4 (x) of Memorandum of Association of the Company be altered so as to include the other business activities i.e., securities adviser, securities manager and book runner permissible under the Securities Act, 2015 in accordance with the details provided in the Statement of Material Facts under Section 160 (1) (b) of Companies Ordinance, 1984."
 - C. **"FURTHER RESOLVED THAT** a petition be filed with the SECP under Section 21 of the Companies Ordinance, 1984, read with Rules 3 and 30 of the Companies (General Provisions and Rules) 1985, along with all requisite documents, affidavits, statements, etc. for confirmation of alteration of Memorandum of Association for which purpose, the Chief Executive Officer (or any person authorized by him in this behalf) and the Company Secretary be and are hereby, jointly and severally, authorized to fulfill all legal, corporate and procedural formalities for accomplishing alteration of the Company's Memorandum of Association."
 - D. **"FURTHER RESOLVED THAT** the new Memorandum of Association of the Company be printed and replaced for the existing ones after getting the confirmation of alteration from the SECP."
- II. To alter the Articles of Association of Company and pass the following Special Resolutions, with or without modification(s):
 - A. **"RESOLVED THAT** subject to confirmation by the SECP, the Articles of Association of the Company be changed and replaced in accordance with the details provided in the Statement of Material Facts under Section 160 (1)(b) of Companies Ordinance, 1984."
 - B. **"FURTHER RESOLVED THAT** copy of the amended Articles of Association along with the Special Resolution be filed with SECP for registration of the Articles."
- III. Any other business with the permission of the Chair:

Statement of Material Facts under Section 160 (1)(b) of Companies Ordinance, 1984 is being sent to the shareholders with this Notice.

By Order of the Board

Sd
Kashif Shahzad
Company Secretary

Karachi: September 06, 2016

Notes:

- (i) The Share Transfer Books of KASB Securities Limited shall remain closed from **September 21, 2016 to September 27, 2016 (both days inclusive)** for determining the entitlement of the shareholders for attending the Extraordinary General Meeting.
- (ii) Physical transfers and deposit requests under the Central Depository System received by the Company's Independent Share Registrar M/s THK Associates (Private) Limited, 2nd Floor State Life Building No. 3, Dr. Ziauddin Ahmed Road, Karachi by the close of business on **September 20, 2016** will be treated in time.
- (iii) A member of the Company entitled to attend and vote at the meeting may appoint another member as his / her proxy to attend and vote for him / her.
- (iv) Proxies must be received at the Registered Office of the Company not less than 48 hours before the time of the meeting.
- (v) 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 (CNIC) 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 in para (iv) 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.
- (vi) Shareholders are requested to notify any change in their registered address immediately to the Company's Share Registrar, THK Associates (Private) Limited, 2nd Floor State Life Building No. 3 Dr. Ziauddin Ahmed Road, Karachi.
- (vii) The Memorandum and Articles of Association of the Company with existing and proposed provisions, and other related documents have been kept at the Registered Office of the Company and may be inspected during the business hours on any working day from the date of publication of this notice till the conclusion of the EGM.
- (viii) Notice to Shareholders who have not provided CNIC:

In terms of the directives of the SECP the CNIC number of the registered shareholders or the authorized person except in the case of minor(s) and corporate shareholders are required to be mentioned on the dividend warrants and in the annual return required to be filed by the Company with the SECP. Therefore, the shareholders who have not yet provided copies of their CNIC are advised to provide at earliest the attested copies of their CNIC (if not already provided) directly to our Independent Share Registrar at the address given hereinabove.

**FORM OF PROXY
EXTRAORDINARY GENERAL MEETING**

The Company Secretary
KASB Securities Limited
5th Floor, Trade Centre,
I.I. Chundrigar Road, Karachi,
Pakistan.

I/We _____

of _____

being member(s) of **KASB Securities Limited** holding _____

ordinary shares hereby appoint _____

of _____ or failing him/her _____

of _____ who is/are also member(s) of **KASB Securities Limited** as my/our proxy in my/our

absence to attend and vote for me/us and on my / our behalf at the Extraordinary General Meeting of the Company to be held

at Institute of Chartered Accountants of Pakistan, Chartered Accountants Avenue Clifton, Karachi on Tuesday, September 27, 2016 at 09:00 am and / or any adjournment thereof.

As witness my / our hand / seal this _____ day of _____ 2016.

Witnesses

1. _____

2. _____

Shareholder Folio No.

or

CDC Participant I.D. No.

&

Sub Account No.

Signature on
Five Rupees
Revenue Stamp

The Signature should
agree with the
specimen registered
with the Company's
Registrar

NOTES:

1. The Member is requested:
 - (a) to affix Revenue Stamp of Rs. 5 at the place indicated above;
 - (b) to sign across the Revenue Stamp in the same Style of Signature as is registered with the Company's Registrar; and
 - (c) to write down his folio number.
2. This proxy form, duly completed and signed, must be received at the office of our Registrar not later than 48 hours before the time of the meeting.
3. No person shall act as a proxy unless he / she himself / herself is a member of the Company, except that a Corporate body may appoint a person who is not a member.
4. CDC shareholders or their proxies should bring their original Computerised National Identity Card or Passport along with the Participant's ID Number and their Account number to facilitate their identification.

AFFIX
CORRECT
POSTAGE

The Company Secretary
KASB Securities Limited
5th Floor, Trade Centre,
I.I. Chundrigar Road, Karachi, Pakistan
Ph: (92-21) 111-222-000 & 32635501-10
Fax: (92-21) 32630202

Statement Under Section 160(1)(b) of the Companies Ordinance 1984 relating to Special Business

This explanatory statement sets out the material facts pertaining to the special business, as given in agenda to be transacted at the Extraordinary General Meeting of KASB Securities Limited (the "Company") to be held on September 27, 2016.

Statement of Material Facts as to Alteration of Memorandum of Association (Change of Name of the Company).

Pursuant to change of management on May 07, 2015 the new sponsor has decided to change the name of the Company to reflect the change in ownership of the Company.

The proposed change will not affect any rights and obligations of the Company and the interest of any shareholder or investor in any manner.

The Directors and Chief Executive of the Company have no personal direct or indirect interest in the above special business, except to the extent of their directorships and shareholdings in the Company.

Existing Name	Proposed Name
I - KASB SECURITIES LIMITED	I - BIPL Securities Limited

Statement of Material Facts as to Alteration of Memorandum of Association (Amendment/addition to the Object Clause of Memorandum of Association of the Company).

In order to authorize the Company to act as securities advisor and securities manager, it is hereby proposed to alter the Memorandum of Association for inclusion of provision to act as securities advisor and securities manager, as well as Book Runner. (SECP has granted the registration to the Company to act as Book Runner subject to the condition that Company must amend its Memorandum to include the object clause for Book Runner).

Although the SECP has not issued any regulations for registration of "securities manager" and securities adviser", it is expedient for the Company to alter its Memorandum to include these business activities now, since the Memorandum is being altered for inclusion of provision to act as Book Runner. If and when SECP issues regulations regarding these business activities, the Company shall apply for registration with the SECP for the said activities.

The proposed change will not affect any rights and obligations of the Company and the interest of any shareholder or investor in any manner. The authorization to the Company to carry out such additional activities will add value to the Company.

The Directors and Chief Executive of the Company have no personal direct or indirect interest in the above special business, except to the extent of their directorships and shareholdings in the Company.

Existing Clause III 4 (x)	Proposed Clause III 4 (x) (changes highlighted as bold and underline)
III 4(x) - To underwrite, manage and distribute the issue of Securities either directly or through or jointly with one or more of its constituent institutions or other investment or financial institutions	III 4(x) - To underwrite, manage, act as a book runner, securities adviser, securities manager and distribute the issue of Shares and Securities either directly or through or jointly with one or more of its constituent institutions or other investment or financial institutions

Statement of Material Facts as to Alteration of Articles of Association (Amendments to the Articles of Association of the Company).

The Articles of Association of the Company needed to be revamped to facilitate operations of the Company and to reflect changes needed in the Articles in light of recent changes in legal and regulatory environment of companies and to generally correct errors and improve language where clarity was required.

The proposed change will not affect any rights and obligations of the Company and the interest of any shareholder or investor in any manner.

The Directors and Chief Executive of the Company have no personal direct or indirect interest in the above special business, except to the extent of their directorships and shareholdings in the Company.

Statement of Proposed Changes in Articles of Association of the Company.

Clause Number	Existing Clause	Change /Proposed Clause
Definition	The "Board" means the	"Board" means
Board Article 2	Directors from time to time of the Company acting at a meeting of Directors or pursuant to unanimous written consent.	the Board of Directors for the time being of the Company.
Definition Memorandum Article 2	Provisions o the Ordinance.	Needs spelling correction. "of" spelled as "o".
Definition Month Article 2	A calendar month according to English Calendar	A calendar month according to Gregorian Calendar.
Definition Registrar Article 2	Registrar of members	Register of members
Article 2		Unless the context otherwise requires, words or expressions contained in these Articles shall have the same meaning as in the Ordinance; and words importing the singular shall include the plural, and vice versa, and words importing the masculine gender shall include females, and words importing persons shall include bodies corporate. "Secretary" means any person for the time being occupying the position of the Secretary of the Company. "Special Resolution" has the meaning assigned thereto by Section 2(1) (36) of the Companies Ordinance.
Joint Shareholder	To be added as proviso in Article 9.	Provided that the Company shall not be bound to register more than four (4) persons as joint holders of any shares.
Article 9 Death of joint shareholder	To be added as proviso in Article 9.	Provided further that in the case of death of any one or more of the persons named in the Register as the joint holders either or survivor of any share, the survivor or survivors shall be the only person or persons recognized by the Company as having any title to or interest in such shares.
Article 11	ash	Cash
Article 12	"of upon paying such fee"	"or upon payment of such
Article 14	Transfer of	Transfer or
Article 16 (b)	"Certificate of Certificates of the Shares"	"Certificate or Certificates of the Shares"
Article 17 (form of transfer)		To be changed as below.

Existing Form of Transfer

I, _____ son/daughter/wife of _____ and resident of _____ being a _____ national (called the "Transferor") in consideration of the sum of Rs _____ (Rupees _____) paid to me by _____ Son/daughter/wife of _____ a national of _____ and Muslim/Non-Muslim (hereinafter called "The Transferee") do hereby transfer to the Transferee share(s) numbered _____ in the company called KASB Securities Limited to hold the same unto the said Transferee his (or her) executors administrators and assigns subject to the several conditions on which I held the same immediately before the execution hereof, and I, the Transferee do hereby agree to take the said share(s) subject to the conditions aforesaid.

Signature of Transferor

Signature of Transferee

In witness etc.,

Proposed Form of Transfer

I,..... Of.....in consideration of the sum of rupees Paid to me by.....of.....(hereinafter called "the transferee") do hereby transfer to the said transferee.....the share (or shares) numbered ...to.....inclusive, in the BIPL Securities Limited, to hold unto the said transferee, his executors, administrators and assigns, subject to the several conditions on which I held the same at the time of the execution hereof, and I, the said transferee, do hereby agree to take the said share (or shares) subject to the conditions aforesaid.

As witness our hands this.....day of.....

Witness

Signature

Signature.....dated..... Transferor

Full Address

Witness

Signature..... Signature.....

Transferee

Full Name, Father's /

Husband's Name

Full Address..... Nationality

Occupation and Full Address of transferee.

Article 19	a	At
Article 19	office	office
Article 23	any amount	any amount
Article 24	After "Transfers" the following text may be deleted: of such period of time not exceeding thirty days at a time nor forty-five days in any year	After "Transfers" the text may be added: for any time or times not exceeding forty five days in aggregate in a year and thirty days at a time
Article 25, line 7	(where sole or joint)	(whether sole or joint)
Article 27, line 3	expect	expect
Article 28, line 4	not withstanding	notwithstanding
Article 31	The Company may by Special Resolution and subject to the confirmation of the court, reduce its share capital in any manner permitted by section 96 of the Ordinance.	The Company may, by Special Resolution, reduce the Share Capital in any manner including purchase of its own shares, but subject to any consent required under Sections 95-A, 96 and 97 of the Ordinance as applicable
Article 39	extra ordinary	extraordinary
Article 39	The Chairman or in his absence two Directors may call an Extra ordinary General Meeting whenever they shall think fit. An Extra ordinary General Meeting shall also be convened by the Directors on the requisition of the Members in accordance with the provisions of Section 159 of the Ordinance.	The directors may, whenever they think fit, call an extraordinary general meeting, and extraordinary general meetings shall also be called on requisition of members in accordance with the provisions of section 159.
Article 40	and hour the meeting	and hour of the meeting

<p>Article 40</p>	<p>Article 40 (a) Twenty one clear day's notice at least of every General Meeting, specifying the date, place and hour the meeting and with a statement of the business to be transacted at the meeting, shall be given to the persons entitled under and in the manner provided by the Ordinance and these Articles.</p> <p>(b) With the consent of all Members entitled to receive notice of a Meeting, or to attend and vote at any such Meeting, a Meeting may be convened by shorter notice than specified in the foregoing Articles subject to the provisions of the law.</p>	<p>At least twenty one (21) days' notice (exclusive of the day on which the notice is served or deemed to be served, but inclusive of the day for which notice is given) specifying the place, the day and the hour of meeting and, in case of special business the general nature of that business, shall be given in the manner provided by the Companies Ordinance for the general meeting, to such persons as are, under the Companies Ordinance or these Articles, entitled to receive such notices from the Company, but the accidental omission to give notice to, or the non-receipt of notice by, any member shall not invalidate the proceedings at any general meeting. Notice of every general meeting shall be given in the manner hereinbefore authorized, to every member of the Company, to every person entitled to a share in consequence of the death or insolvency of a Member, who but for the death or insolvency, would be entitled to receive notice of the meeting, and to the auditors of the Company.</p>
<p>Article 42</p>	<p>Two persons present in person and representing not less than twenty five percent voting power, either of their own account or as proxies, shall be a quorum for a General Meeting, and no business shall be transacted at any General Meeting unless the quorum requisite be present at the time when the meeting proceeds to business.</p>	<p>No business at any general meeting shall be transacted unless a quorum of members is present at the time of the commencement of proceedings. Three (3) members present personally who represent not less than twenty five (25%) of the total voting power, either on their own account or as proxies shall be a quorum</p>
<p>Article 44</p>	<p>ADJOURNMENT OF MEETING FOR LACK OF QUORUM If within half an hour after the time appointed for the holding of a General Meeting a quorum is not present, the Meeting if convened on the requisition of the Members, shall be dissolved and in every other case shall stand adjourned to the same day in the week following at the same time and place or to such other day time and place as the Board may by notice to the shareholders appoint. If at such adjourned Meeting a quorum is not present the members present personally or by proxy shall be the quorum may transact the business for which the Meeting was called.</p>	<p>Effect of Quorum Not Being Present If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if called upon the requisition of Members, shall be dissolved. In any other case, it shall stand adjourned to the same day in the next week at the same time and place, and the quorum requirements as set forth in Article 42 shall be applicable to any and all such subsequent meetings held upon the occurrence of an insufficient quorum at any prior meeting.</p>
<p>Article 45 be replaced</p>	<p>Chairman may, with consent of the members may adjourn any Meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at meeting from which adjournment took place.</p>	<p>The Chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which adjournment took place. When a meeting is adjourned for ten (10) days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.</p>

Article 50	Minutes shall be made in book provided for the purpose of all resolutions and proceeding at General Meetings and any such Minutes if signed by any person purporting to have been the Chairman of the Meeting or next following Meeting shall be Receivable as evidence of the facts therein stated without further proof	Minutes shall be made in a book provided for the purpose of all resolutions and proceeding at General Meetings and any such Minutes if signed by any person purporting to have been the Chairman of the Meeting or next following Meeting shall be the evidence of the proceedings. The Company shall comply with the provisions of Section 173 of the Ordinance in respect of minutes of meetings of Directors, Committees of Directors and general meetings
Article 52	Except as Article 64 hereof, upon a show of hands every Member entitled to vote and present in person or by proxy shall have one vote and upon a poll, every Member entitled to vote and present in person or by proxy shall have votes proportionate to the paid-up value of his shares conferring voting rights as aforesaid held by him.	"Subject to any rights or restrictions for the time being attached to any class or classes of shares, on a show of hands every member present in person shall have one vote except for election of directors in which case the provisions of section 178 of the Ordinance shall apply. On a poll every member shall have voting rights as laid down in section 160 of the Ordinance."
Article 55 A		I. This Article shall only be applicable for the purposes of electronic voting. II. The Company shall comply with the mandatory requirements of law regarding the use of electronic voting by its members in General Meetings. Members may be allowed to appoint Members as well as non-members as proxies for the purposes of electronic voting pursuant to this Article.
Article 57	No person shall act as proxy unless the instrument of his appointment and the Power of Attorney, if any under which it is signed, is deposited at the office of the Company at least forty eight hours before the time for holding the Meeting at which he proposes to vote.	Instrument Appointing Proxy to be Deposited: The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of that power or authority, shall be deposited at the Office not less than forty eight (48) hours before the time for holding the meeting at which the person named in the instrument proposed to vote and in default the instrument of proxy shall not be treated as valid.
Article 61	There is no text in it.	A proxy appointed under these Articles must be a Member
In Article 63	There shall be not less than three Directors of the Company unless the Company is listed at any stock exchange in which case the number of directors shall not be less than seven, provided the Directors shall cause the Board not to fix the number of directors at more than ten at any time and the number so fixed shall not be changed without prior approval of the General Meeting of the Company.	There shall be not less than three elected Directors of the Company unless the Company is listed at any stock exchange in which case the number of directors shall not be less than seven, and the number so fixed shall not be changed either before or after election of directors without prior approval of the General Meeting of the Company
Article 64	Director	Directors

<p>Article 65, may be deleted. Alternatively, "62" may be replaced with "63"</p>	<p>After the appointment of first Directors, the number of Directors shall be determined by the Board under Article 62 and shall be elected to office by the Members in General Meeting in the following manner namely:</p> <p>A Member may give all his votes to a single candidate, or divide them between more than one of the candidates in such a manner as he may choose;</p> <p>The candidate who gets the highest number of votes shall be declared elected as Director and then the candidate who gets the next highest number of votes shall be so declared, and so on until the total number of Directors to be elected has been so elected.</p>	<p>After the appointment of first Directors, the number of Directors shall be determined by the Board under Article 63 and shall be elected to office by the Members in General Meeting in accordance with the provisions of Section 178 of the Ordinance;</p>
<p>Article 67</p>	<p>Subject to the provisions of the Ordinance, the Company in General Meeting may remove a Director from office or change the number of Directors, provided that any resolution to that effect shall not be deemed to have been passed if the number of votes cast against such resolution is equal to or exceeds the number of votes secured by the last Director declared elected at the immediately preceding election of Directors under Article 64 above.</p>	<p>Subject to the provisions of the Ordinance, the Company in General Meeting may remove a Director from office or change the number of Directors.</p>
<p>Article 68</p>	<p>Article 62 of general meeting</p>	<p>Article 63 or general meeting</p>
<p>Article 70</p>	<p>Until otherwise determined by the Company in General Meeting, each Director shall be entitled to be paid as remuneration for his services a fee as may be fixed by the Board from time to time. 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 or of Committees of Directors.</p>	<p>The remuneration of a Director for attending meetings of the Board or Committees of the Board shall be such sum for each meeting attended by them as may be fixed from time to time by the Board.</p>
<p>Article 72</p>	<p>There shall be a Chairman of the Company who shall be appointed by the Board from amongst themselves. The first Chairman shall be Mr. Nasir Ali Shah Bukhari. Future Chairman shall be appointed after every election of the Directors or such other times as may be necessary</p>	<p>Upon the appointment or election of Directors, the Directors shall appoint a Chairman from amongst themselves who shall be the Chairman of the Board. The Chairman shall be appointed for such period not exceeding three years and shall receive such remuneration as the Directors may determine. The Board may remove or change the Chairman at any time earlier than the expiry of the term of the Chairman at its discretion. The Chairman shall have and shall exercise second or casting vote.</p>

<p>Article 76(e) "or person" be removed.</p>	<p>TO APPOINT TRUSTEES: To appoint any person or person (whether incorporated or not) to accept and hold in trust for the Company and property belonging to the Company or in which it is interested or for any other purposes and to execute and do all such deeds and things as may be requisite in relation to any such trust and to provide for the remuneration of such trustee or trustees.</p>	<p>TO APPOINT TRUSTEES: To appoint any person (whether incorporated or not) to accept and hold in trust for the Company and property belonging to the Company or in which it is interested or for any other purposes and to execute and do all such deeds and things as may be requisite in relation to any such trust and to provide for the remuneration of such trustee or trustees.</p>
<p>Article 76 j -</p>	<p>TO APPOINT ATTORNEY: From time to time provide for the management of the affairs of the Company in such manner as they think fit, and in particular to appoint any person to be the Attorneys or agents of the Company with such powers (including power to sub-delegate) as upon such terms as may be thought fit.</p>	<p>TO APPOINT ATTORNEY: From time to time provide for the management of the affairs of the Company in such manner as they think fit, and in particular to appoint any person to be the Attorneys or agents of the Company with such powers (including power to sub-delegate) and upon such terms as may be thought fit.</p>
<p>Article 76(m) "Subject to.... Modarabas" be removed</p>	<p>TO GIVE PERCENTAGE: To give to any person a commission on sales or purchases or on the profits of any particular business or transaction on or share in the general profits and such commission or share of profits shall be treated as part of the working expenses of the Company, subject to the permission from Registrar of Modarabas.</p>	<p>TO GIVE PERCENTAGE: To give to any person a commission on sales or purchases or on the profits of any particular business or transaction on or share in the general profits and such commission or share of profits shall be treated as part of the working expenses of the Company.</p>
<p>Article 76(n) "and servant" be replaced with "other employees or agents".</p>	<p>TO MAKE BYE-LAWS: From time to time to make, vary, repeal bye-laws for the regulation of the business of the Company, its officers and servants.</p>	<p>TO MAKE BYE-LAWS: From time to time to make, vary, repeal bye-laws for the regulation of the business of the Company, its officers other employees or agents.</p>
<p>Article 76(x) Spelling of ACCOUNTS be corrected</p>	<p>TO OPEN ACCOUNTS WITH BANK: To open accounts with any bank and to pay money into a draw money from any such account from time to time as the Directors may think fit.</p>	<p>TO OPEN ACCOUNTS WITH BANK: To open accounts with any bank and to pay money into and draw money from any such account from time to time as the Directors may think fit.</p>
<p>Article 77 to be deleted in light of change in Article 50.</p>		
<p>Article 80 "Two" be replaced with "Four or one third, whichever is higher".</p>	<p>A meeting of the Board for the time being at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretion by or under the Articles vested in or exercisable by the Board generally. Two Directors personally present shall constitute a quorum and all questions arising at the meeting shall be decided by a majority of votes. In case of an equality of votes, the Chairman of the meeting shall have a second or casting vote.</p>	<p>The Directors may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit, and may determine the quorum necessary for the transaction of business, subject to the provisions of Section 193 of the Ordinance.</p>

<p>Article 83</p>	<p>A resolution in writing signed by all the Directors shall be effective as if such resolution had been passed at a meeting of the Directors. Any Director may give notice of the time, place and purpose of any meeting either before, at or after such meeting.</p>	<p>A resolution in writing signed by a majority of the Directors (including any alternate Director) shall be effective as if such resolution had been passed at a meeting of the Directors</p>
<p>In Article 86, (i) be added to read "If he otherwise becomes disqualified under section 187 of the Ordinance." Or (j) If he or any firms of which he a partner or any private company of which he is a director, accepts a loan or guarantee from the Company in contravention of the provisions of section 195 of the Companies Ordinance</p>	<p>The office of a Director shall be ipso facto vacated if:</p> <ol style="list-style-type: none"> a. he is found to be of unsound mind by a Court of competent jurisdiction; or b. he is adjudged an insolvent or compounds with his creditors; or c. he fails to pay for the shares held by him within six months from the date so fixed. d. he or any firm of which he is a partner or any private company of which he is director; without the sanction of the Company in General Meeting, accepts or holds any office of profit under the Company other than that of a Managing Director, Chief Executive or Manager or a legal or technical adviser or a banker; or e. he absents from three consecutive meetings of the Directors, or from all meetings of the Directors for a continuous period of three months, whichever is the longer, without leave of absence from the Board; or f. he acts in contravention of Section 197 of the Ordinance; g. he resigns from his office by notice in writing to the Company; or h. he fails to obtain within two months after his appointment, or at any time thereafter ceases to hold, the share qualification if any, necessary for his appointment, provided however, no share qualification will be required for Directors representing special interest. 	<p>Additional clauses.</p> <ol style="list-style-type: none"> (i) If he otherwise becomes disqualified under section 187 of the Ordinance; or (j) If he or any firms of which he a partner or any private company of which he is a director, accepts a loan or guarantee from the Company in contravention of the provisions of section 195 of the Companies Ordinance

Article 87

Subject to the provisions of the Ordinance, the Directors shall not be disqualified from contracting with the Company as vendor, purchaser or otherwise, in respect to any such contract or arrangement entered into by or on behalf of the Company with any company or partnership of or in which any Director shall be a member or so interested, be liable to account to the Board for any profit realized by any such contract or arrangement by reason of such Director holding that office or of the fiduciary relationship thereby established, and the nature, of his interest must be disclosed by him at the meeting of the Directors at which the contract of arrangement is determined, if the interest then exists or in any other case at the meeting of the Directors after the acquisition of the interest. No Director shall vote as a Director in respect of any contract or arrangement in which he is so interested as aforesaid, and if he does so vote, his vote shall not be counted, but he shall be entitled to be present at the meeting during the transaction of the business in relation to which he is precluded from voting, although he shall not be reckoned for the purposes of ascertaining whether there is quorum of Director present. These provisions shall not apply to any contract by or on behalf of the Company to give to the Directors or any of them any security for advances or by way of indemnity against any loss, which they or any of them may suffer by reason of the coming of being sureties for the Company. A general notice that Director is a member of any specified company, or is a member of any specified firm, and is to be regarded as interested in any subsequent transaction with such firm or company shall be given for purposes of disclosure under these Articles, but after such general notice it shall still be necessary to give special notice relating to any particular transaction with such firm or company.

Subject to the provisions of the Ordinance, the Directors shall not be disqualified from contracting with the Company as vendor, purchaser or otherwise. In respect of any such contract or arrangement entered into by or on behalf of the Company with any company or partnership in which any Director may be interested, be liable to account to the Board for any profit realized by any such contract or arrangement by reason of such Director holding that office or of the fiduciary relationship thereby established, and the nature, of his interest must be disclosed by him at the meeting of the Directors at which the contract of arrangement is determined, if the interest then exists or in any other case at the meeting of the Directors after the acquisition of the interest. No Director shall vote as a Director in respect of any contract or arrangement in which he is so interested as aforesaid, and if he does so vote, his vote shall not be counted, but he shall be entitled to be present at the meeting during the transaction of the business in relation to which he is precluded from voting, although he shall not be reckoned for the purposes of ascertaining whether there is quorum of Director present. These provisions shall not apply to any contract by or on behalf of the Company to give to the Directors or any of them any security for advances or by way of indemnity against any loss, which they or any of them may suffer by reason of being sureties for the Company. A general notice that a Director is a member of any specified company, or is a member of any specified firm, and is to be regarded as interested in any subsequent transaction with such firm or company shall be given for purposes of disclosure under these Articles, but after such general notice it shall still be necessary to give special notice relating to any particular transaction with such firm or company.

<p>Article 88 says that at least one director shall sign the documents bearing Company Seal.</p>	<p>The Board shall provide a common seal for the purposes of the Company and for the safe custody of the Seal, the Seal shall never be used except by the authority of the Board or a Committee of Directors previously given, and one Director at least shall sign every instrument to which the Seal is affixed; provided, nevertheless, that any instrument bearing the Seal of the Company and issued for valuable consideration shall be binding on the Company notwithstanding any irregularity touching any authority to issue the same. The Board shall also have power to destroy the Seal and substitute a new seal thereof, if necessary.</p>	<p>The directors shall provide for the safe custody of the seal and the seal shall not be affixed to any instrument except by the authority of a resolution of the board of directors or by a committee of directors authorized in that behalf by the directors and the presence of at least two directors and of the secretary or such other person as the directors may appoint for the purpose; and those two directors and secretary or other person as aforesaid shall sign every instrument to which the seal of the company is affixed in their presence.</p>
<p>Article 98 . Following should be added at the end "as required under Section 230 of the Ordinance".</p>	<p>The Board shall cause to be kept proper books of accounts.</p>	<p>The Board shall cause to be kept proper books of accounts as required under Section 230 of the Ordinance.</p>
<p>Article 100 . After the words "no member", following may be added "(except directors)"</p>	<p>The Board shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Company or any of them shall be open to inspection of Members, and no Members shall have any right of inspecting any account or book or document of the Company except as conferred by law or authorized by the Board or by Special Resolution of the Company in General Meeting</p>	<p>The Board shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Company or any of them shall be open to inspection of Members, and no Members except directors shall have any right of inspecting any account or book or document of the Company except as conferred by law or authorized by the Board or by Special Resolution of the Company in General Meeting</p>
<p>Article 102 may be deleted</p>	<p>The profit and loss account shall in addition to the matters referred to in the Ordinance be arranged under the most convenient heads, the amount of gross income, distinguishing the several sources from which it has been derived, and the amount of gross expenditure distinguishing the expenses of the establishment, salaries and other like matters. Every item of expenditure fairly chargeable against the year's income shall be brought into account, so that a just balance of profit and loss may be laid before the meeting and in cases where any item or expenditure which may in fairness be distributed over several years has been incurred in anyone year, the whole amount of such item shall be stated, with the addition of reasons while only a portion of such expenditure is charge against the income of the year.</p>	

<p>Sub Clause (3) may be added in Article 105 stating "Notice to Auditors" "Notice of every general meeting shall be given to the auditors of the Company."</p>		<p>105(3) Notice to Auditors. Notice of every general meeting shall be given to the external auditors of the Company</p>
<p>Article 105</p>	<p>The number "105" has been assigned twice. The Heading "Notice to members Abroad" can be changed to 105A in order to keep the sequence.</p>	<p>Agreed.</p>
<p>In Article 110 "would up" should be corrected to "wound up", "y" be added after the word "liquidator"</p>	<p>If the Company shall be would up, (whether voluntarily or otherwise) the liquidator may, with the sanction of a Special Resolution, divide among the members in specie or and, the whole or any part of the assets of the Company, and may, with the like sanction, vest any part of the assets of the Company, in trustees upon such trusts for the benefit of the members as the Liquidators may think fit.</p>	<p>if the Company shall be wound up, (whether voluntarily or otherwise) the liquidator may, with the sanction of a Special Resolution, divide among the members in specie or and, the whole or any part of the assets of the Company, and may, with the like sanction, vest any part of the assets of the Company, in trustees upon such trusts for the benefit of the members as the Liquidators may think fit.</p>
<p>Article 111 be replaced</p>	<p>INDEMNITY: Every Director, Chief Executive, Chairman, Manager or Officer of Company or any person (whether an officer of the Company or not) employed by the Company as Auditor or: Adviser, shall be indemnified out of the funds of the Company against any liability incurred by him as such Director, Chief Executive, Chairman, Manager, Officer, or Advisor, in defending any proceedings, whether civil or criminal.</p>	<p>Indemnification: Every officer, director, chief executive, Chairman or agent for the time being an employee of the Company shall be indemnified out of the assets of the Company against any liability incurred by him in defending any proceedings, whether civil or criminal, arising out of their dealings in relation to the affairs of the Company, except those brought by the Company against him, in which judgment is given in his favour or in which he is acquitted, or in connection with any application under Section 488 of the Companies Ordinance in which relief is granted to him by a court of law.</p>

<p>New Article 113 be added</p>		<p>113. Differences to be Referred to Arbitrator: Any differences arising between the Company on the one hand and any of the Members, their executors, administrators or assigns on the other hand, touching the true intent or construction, or the incident or consequences of these Articles or of the statutes, or touching anything therein or thereafter done, executed, omitted or suffered in pursuance of these Articles or of the statutes or touching any breach or alleged breach, or otherwise relating to the premises, or to these Articles or to any statute affecting the Company, or to any of the affairs of the Company every such difference shall as a condition precedent to any other action at law be referred, in conformity with the Arbitration Act, 1940 or any statutory modification thereof and any rules made there-under, to the decision of an arbitrator to be appointed by the parties in difference or if they cannot agree upon a single arbitrator to the decision of two (2) arbitrators of whom one shall be appointed by each of the parties in difference, or in the event of the two (2) arbitrators not agreeing, then of an umpire to be appointed by the two (2) arbitrators, in writing, before proceeding on with the reference, and such decision shall be final and binding on the parties.</p>
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