

Head Office
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S.M.C.H.S. Main Shahra-e-Faisal
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Notice of 23rd Annual General Meeting

NOTICE IS HEREBY GIVEN that the 23rd Annual General Meeting of the Central Depository Company of Pakistan Limited will be held on **Tuesday, September 29, 2015** at **4:30 p.m.** at its registered office situated at CDC House, 99-B, Block 'B', S.M.C.H.S, Main Shahra-e-Faisal, Karachi-74400 to transact the following business:

Ordinary Business:

1. To receive and approve the annual audited standalone and consolidated Accounts of the Company for the year ended June 30, 2015, together with the Directors' and Auditors' reports thereon and Statement of Compliance with the Code of Corporate Governance.
2. To consider and declare cash dividend of Rs. 3.25 per share of Rs. 10 each i.e. 32.5% to the shareholders as recommended by the Board of Directors of the Company for the year ended June 30, 2015.
3. To appoint Auditors of the Company for the year ending June 30, 2016 and fix their remuneration.

Special Business:

1. Increase in Authorized Share Capital

To consider and approve increase in Authorized Share Capital of the Company from Rs. 750 Million to Rs. 1.5 Billion and to approve the amendments in the Memorandum of Association of the Company resulting from this increase and to pass resolution given in the statement under section 160 (1)(b).

A statement under section 160 (1)(b) of the Companies Ordinance, 1984, pertaining to the special business is being sent to the shareholders with this notice.

By order of the Board


Shariq Jafar
CFO & Company Secretary

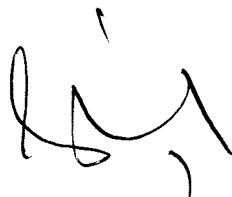
Karachi, Dated: Tuesday, September 08, 2015

Notes:

1. A Corporation or any other company registered under the Companies Ordinance, 1984, where such Corporation or such other Company, is a member of the Company may, by resolution of its directors, authorise any of its officials or any other person to act as its authorized representative at the proposed general meeting of the Company, and the person so authorised shall be entitled to exercise the same powers on behalf of such Corporation or such other Company if he was an individual shareholder of the Company.
2. A member of the Company entitled to attend and vote may appoint another member as his / her proxy to attend and vote instead of him / her.
3. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his Attorney duly authorised in writing or if such appointer is a corporation under its common seal or the hand of its Attorney.
4. The proxy form shall be witnessed by two persons whose names, addresses and CNIC numbers shall be mentioned on the form.
5. Attested copies of CNIC or the passport of the proxy shall be furnished with the proxy form.
6. The proxy shall produce his / her original CNIC or original passport at the time of the meeting if requested.
7. 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 Registered Office of the Company not less than forty eight hours before the time of above general meeting of the Company.
8. Members are requested to promptly notify any change in their address.

Book Closure:

The Share Transfer Books of the Company will remain closed on **September 28, 2015 and September 29, 2015**. Transfer received in order at the Registered Office of the Company located at CDC House, 99-B, Block 'B', S.M.C.H.S., Main Shakra-e-Faisal, Karachi-74400 before the said date shall be treated in time, subject to Article 26 of Company's Articles of Association, for any corporate entitlements approved by the members.



Statement under Section 160 (1) (b) of the Companies Ordinance, 1984 regarding the Special Business:

This statement sets out material facts concerning the special business to be transacted at the 23rd Annual General Meeting of the Company to be held on September 29, 2015.

Increase in Authorized Share Capital

Presently, the paid-up capital of the Company is Rs. 650,000,000 as against the present Authorized Share Capital of Rs. 750,000,000. The Board of Directors of the Company in its 170th meeting held on September 03, 2015 recommended to increase the Authorized Share Capital to Rs. 1,500,000,000 to cater the future requirements of increase in paid-up capital of the Company. This would effectively mean an increase in the authorized number of shares from 75 Million ordinary shares to 150 Million ordinary shares. The Board believes that such increase will also result in building up the reserves in line with the international depositories and is in the best interest of the Company and its shareholders in particular and for the capital market in general.

All legal, corporate and regulatory formalities will be fulfilled in consultation with the Legal Advisors. The amendments being made would be in the best interest of the Company and its shareholders and no prejudice will be caused to any shareholders or any business of the Company as a result of these amendments.

For this purpose, it is intended to pass with or without modification the following resolution as Special Resolution:

Special Resolution

“Resolved that the Authorized Share Capital of the Company be increased from existing Rs. 750,000,000 (Rupees Seven Hundred and Fifty Million) to Rs. 1,500,000,000 (Rupees One Billion Five Hundred Million only) (i.e. an increase in the authorized number of shares from 75 Million ordinary shares to 150 Million ordinary shares having a face value of Rs. 10 each).

Resolved further that Clause V of the Memorandum of Association of the Company is be and hereby amended as follows:

- V. The authorised shares capital of the company is Rs.1,500,000,000/- (Rupees One Billion Five Hundred Million) divided into 150,000,000 (One Hundred Fifty Million) ordinary shares of Rs.10/- each. The company shall have powers to increase, reduce or reorganize the capital of the company and divide shares in the capital for the time being into several classes constituting ordinary shares in accordance with the provisions of the Companies Ordinance, 1984.

Resolved further that all legal and ancillary formalities shall be carried out by the Company in accordance of the law, and that the Chief Executive Officer and the Company Secretary be and are hereby jointly and severally authorized to fulfil all legal, corporate and procedural formalities in the regard.”

The Directors of the Company are interested in the above business only to the extent of their holding of Qualification Shares in accordance with the Companies Ordinance, 1984.

