

FIRST SUPPLEMENTAL OFFERING DOCUMENT

NAFA INCOME OPPORTUNITY FUND (Formerly; NAFA CASH FUND)

Clause	Original Clause	Amendment Proposed	Rationale
	NAFA CASH FUND	<p>The name of the scheme 'NAFA Cash Fund' is hereby replaced in entirety and now read as 'NAFA Income Opportunity Fund'.</p> <p>“NAFA Income Opportunity Fund (NIOF) shall be an ‘Income Scheme’ as per “the criteria for categorization of open-end collective “investment schemes specified in the Regulations or by “SECP, “as amended from time to time.</p>	As per circular 7
1.1 (second para)	<p>National Fullerton Asset Management Limited (NAFA), a Non-Banking Finance Company incorporated under the Companies Ordinance 1984, and licensed by SECP to undertake asset management services with its <i>registered office at Ground Floor, Muhammadi House, I.I.Chundrigar Road, Karachi</i>, as the establisher of the Fund and the Management Company; and</p>	<p>NBP Fullerton Asset Management Limited (formerly National Fullerton Asset Management Limited) (NAFA), a Non-Banking Finance Company incorporated under the Companies Ordinance 1984, and licensed by SECP to undertake asset management services with its <i>principle place of business at 9th Floor, Adamjee House, I.I. Chundrigar Road, Karachi</i>, as the establisher of the Fund and the Management Company; and</p>	Updated Company's name and registered address
1.2	<p>Registered Address, Place and Date of Creation The registered address of the National Fullerton Asset Management Limited is Ground Floor, Muhammadi House, I.I.Chundrigar Road, Karachi. The Trust was created on February 11, 2006. The official web site address of National Fullerton Asset Management Limited is www.nafafunds.com</p>	<p>Registered Address, Place and Date of Creation The registered address of the <i>NBP Fullerton Asset Management Limited (formerly National Fullerton Asset Management Limited)</i> is <i>9th Floor, Adamjee House, I.I.Chundrigar Road, Karachi</i>. The Trust was created on February 11, 2006. The official web site address of <i>NBP Fullerton Asset Management Limited (formerly National Fullerton Asset Management Limited)</i> is www.nafafunds.com</p>	Updated Company's name and registered address
1.4 (last para)	<p>However, if the Commission (SECP) modifies the Rules to allow any relaxations or exemptions, these will deemed to have been included in the Constitutive Documents without requiring any modification as such.</p>	<p><i>If the Commission modifies the Rules and/or Regulations or allows any relaxations to the Rules and/or Regulations or issue any directive(s), guideline(s) or circular(s) there under, these shall deem to have been included in this Trust Deed without requiring any modifications in this Deed and shall prevail in case of conflict with the provisions of the Trust Deed.</i></p>	To align in line with Supp. Trust Deed
1.5	<p>The duration of the Fund is perpetual. However, the SECP or the Management Company may, on the occurrence of certain events, wind it up as stated in clause 13 of this Offering Document under the heading “Termination of NAFA CASH FUND”.</p>	<p>The duration of the Fund is perpetual. However, the SECP or the Management Company may, on the occurrence of certain events, wind it up as stated in clause 13 of this Offering Document under the heading “Termination of NAFA INCOME OPPORTUNITY FUND”.</p>	Change of Fund's Name
1.6.1	<p>The Fund is divided into Units having an initial Offer price of Rs. 10/- (Rupees Ten only) each. This price is applicable to such Units that are issued before any of the assets of NCF are invested other than bank deposits, whether or not earning interest/mark-up.</p>	<p>The Fund is divided into Units having an initial Offer price of Rs. 10/- (Rupees Ten only) each. This price is applicable to such Units that are issued before any of the assets of <i>NIOF</i> are invested other than bank deposits, whether or not earning</p>	Change of Fund's Name

	<p>Thereafter, the Units shall be issued on the basis of the Net Asset Value (NAV) of NCF, which shall form the base for determining the Offer and Repurchase Prices.</p> <p>All Units and fractions thereof represent an undivided share in the Fund and rank pari passu as to their rights in the net assets, earnings, and the receipt of the dividends and distributions. Each Unit Holder has a beneficial interest in NCF proportionate to the Units held by such Unit Holder. For the convenience of investors, the Management Company may issue Units with different options for different arrangements as chosen by the investor from time to time. Consequently, the Units issued with differing arrangements may have differing respective applicable quantum of the Front-end Load added to the NAV for determining the Offering Price thereof and differing respective applicable quantum of Back-end load deducted from the NAV for determining the Repurchase Price.</p>	<p>interest/mark-up. Thereafter, the Units shall be issued on the basis of the Net Asset Value (NAV) of NIOF, which shall form the base for determining the Offer and Repurchase Prices.</p> <p>All Units and fractions thereof represent an undivided share in the Fund and rank pari passu as to their rights in the net assets, earnings, and the receipt of the dividends and distributions. Each Unit Holder has a beneficial interest in NIOF proportionate to the Units held by such Unit Holder. For the convenience of investors, the Management Company may issue Units with different options for different arrangements as chosen by the investor from time to time. Consequently, the Units issued with differing arrangements may have differing respective applicable quantum of the Front-end Load added to the NAV for determining the Offering Price thereof and differing respective applicable quantum of Back-end load deducted from the NAV for determining the Repurchase Price.</p>	
1.6.2.1	<p>Classes of Units</p> <p>(a) Class “A” (Restricted/Core Units) issued to the Core Investors with no <i>Sales Load</i>. These Units cannot be redeemed for a period of two (2) years from the date of closure of Initial offer. However, such Units are transferable.</p> <p>(b) Class “A” Units being offered and issued during the Private Placement and Initial Offer of Period (IPO) with no <i>Sales Load</i>.</p> <p>(c) Class “B” Units, which shall be offered and issued after the Initial Period of Offer.</p>	<p>Classes of Units</p> <p>(a) Class “A” (Restricted/Core Units) issued to the Core Investors with no <i>Front-end Load</i>. These Units cannot be redeemed for a period of two (2) years from the date of closure of Initial offer. However, such Units are transferable.</p> <p>(b) Class “A” Units being offered and issued during the Private Placement and Initial Offer of Period (IPO) with no <i>Front-end Load</i>.</p> <p>(c) Class “B” Units, which shall be offered and issued after the Initial Period of Offer.</p>	<p>The word ‘<i>Sales Load</i>’ is replaced with the word ‘<i>Front-end Load</i>’.</p>
1.7	<p>Open-ended Fund</p> <p>It shall offer and redeem Units on a continuing basis subject to terms contained herein and to the <i>Rules</i>. There is no upper limit set on the Units to be issued to a single Unit Holder or on the total number of Units to be issued to the public. However, the Management Company may impose, from time to time, certain amounts of minimum monetary investment limits to facilitate economical and efficient management of investors’ accounts. Fractional Units will be issued to enhance economical and efficient handling. Units are also transferable. Units will be issued in registered, un-certificated form and will be confirmed to investors by means of an account statement issued by the Transfer Agent. Certificates representing the Growth Units will be issued only if so requested by the Unit Holder at the time of application or at any later stage and upon payment of a fee not exceeding Rs. 25/- per certificate, subject to revision of this fee from time to time by the Management Company.</p>	<p>Open-ended Fund</p> <p>It shall offer and redeem Units on a continuing basis subject to terms contained herein and to the <i>Rules or Regulations</i>. There is no upper limit set on the Units to be issued to a single Unit Holder or on the total number of Units to be issued to the public. However, the Management Company may impose, from time to time, certain amounts of minimum monetary investment limits to facilitate economical and efficient management of investors’ accounts. Fractional Units will be issued to enhance economical and efficient handling. Units are also transferable. Units will be issued in registered, un-certificated form and will be confirmed to investors by means of an account statement issued by the Transfer Agent. Certificates representing the Growth Units will be issued only if so requested by the Unit Holder at the time of application or at any later stage and upon payment of a fee not exceeding Rs. 25/- per certificate, subject to revision of this fee from time to time by the Management Company.</p>	<p>After the promulgation of NBFC Regulations 2008, the word ‘Rule’ where ever appearing in the Trust Deed, if necessary, is replaced by word ‘Rules or Regulations’</p>

1.9 (last para)	The Management Company may issue Units without <i>Sales Load</i> or with a reduced Sales Load to Unit Holders opting to receive Units in lieu of dividends.	The Management Company may issue Units without <i>Front-end Load</i> or with a reduced <i>Front-end Load</i> to Unit Holders opting to receive Units in lieu of dividends.	The word ' <i>Sales Load</i> ' is replaced with the word ' <i>Front-end Load</i> '.
1.10	New Insertion	<i>"Administrative Plans" means investment plans offered by the Management Company and approved by the Commission, where such plans allow investors a specific investment strategy in any one or a combination of Schemes managed by the Management Company in accordance with the conditions specified by SECP."</i>	To introduce Plans for new and existing Investors and to provide Insurance Coverage

Amendment in Authorized Investments of sub-clause 2.1.1:

Sr. No.	Description	Minimum Entity Rating	Minimum Instrument Rating	Maximum exposure limit	Minimum exposure limit	Maximum Maturity	Maximum Duration
1.	Government of Pakistan Investment Bonds, Treasury Bills and other Government Securities	AAA	AAA	75%	0%	5 years	3 years
2.	Debentures and Certificates of Musharika (COMs)	AA	N/A	15%	0%	6 months	6 months
3.	Cash and near cash instruments which include cash in bank account (excluding TDRs), treasury bills not exceeding 90 days maturity	A-	N/A	100%	25%	N/A	N/A
4.	Term Deposits Receipts	A-	N/A	50%	0%	6 months	6 months
5.	Secured and Unsecured, listed or privately placed debt securities issued by local governments, government agencies, statutory bodies, private and or public sector entities and/or financial institution	BBB-	BBB-	75%	0%	10 years	6 months
6.	Convertible debt securities (into equity) issued by corporates/financial institutions. As per Regulations to be regularised within three months from the date of conversion.	BBB-	BBB-	20%	0%	10 years	6 months
7.	Certificates of Investment/Deposits, issued by financial institutions	AA-	N/A	30%	0%	6 months	6 months
8.	Asset Backed and Mortgage Backed Debt Securities	AA-	AA-	20%	0%	5 years	6 months
9.	Reverse REPOs against securities;	A- For Banks AA- for others	N/A	35%	0%	6 months	6 months
10	Commercial Papers and any other money market debt security that may or may not be listed on the Stock Exchange	AA-	N/A	50%	0%	1 year	1 year

11	Continuous Funding System (CFS), Spread Transactions and their replacement.	N/A	N/A	40%	0%	6 months	6 months
12	Warrants, Options, derivatives subject to the prior approval of SECP. Investment in this asset class would be for hedging purposes only and subject to such terms and conditions as approved by the Commission from time to time	AA-	N/A	30% (for non-traded securities max 15%)	0%	5 years	6 months
13	Subject to SECP or other regulatory approvals, the Scheme may invest in foreign fixed income securities issued, listed or otherwise and traded outside Pakistan on such terms, guidelines and direction as may be issued by SECP and the State Bank of Pakistan from time to time and any other laws applicable.	AA- or equivalent	AA- or equivalent	30% (subject to a cap of US\$15 million)	0%	5 years	6 months
14	Any new investment, which has been authorized by the commission.	AA-	AA-	30%	0%	10 years	6 months

Rationale:

The Authorized Investment Table is updated as per Circular 7.

2.1.6	New Insertion	<p>Benchmark</p> <p><i>The performance benchmark of the Fund for the period of return shall be the '6-month KIBOR' or such other benchmark as determined by the Management Company under prior intimation to the Trustee, SECP and the Unit Holders and disclosed in the Offering Document.</i></p>	As per Circular 7
2.2	The investment policy will be governed by the <i>Rules</i> (subject to any exemptions provided to the Fund specifically by SECP). Any fundamental change in the Investment Policy will be implemented only after obtaining prior approval from SECP and giving proper notice to the Unit Holders to the satisfaction of the Trustee.	The investment policy will be governed by the <i>Rules or Regulations</i> (subject to any exemptions provided to the Fund specifically by SECP). Any fundamental change in the Investment Policy will be implemented only after obtaining prior approval from SECP and giving proper notice to the Unit Holders to the satisfaction of the Trustee.	After the promulgation of NBFC Regulations 2008, the word 'Rule' where ever appearing in the Trust Deed, if necessary, is replaced by word 'Rules or Regulations'
2.3 (first para)	The Fund shall follow the investment restrictions and exposure limits imposed by the <i>Rules</i> . In the event of any changes in the investment restrictions in the <i>Rules</i> , restrictions applicable to NCF shall automatically be applied. The present exposure limits and restrictions are given hereunder:	The Fund shall follow the investment restrictions and exposure limits imposed by the <i>Rules or Regulations</i> . In the event of any changes in the investment restrictions in the <i>Rules or Regulations</i> , restrictions applicable to <i>NIOF</i> shall automatically be applied. The present exposure limits and restrictions are given hereunder:	After the promulgation of NBFC Regulations 2008, the word 'Rule' where ever appearing in the Trust Deed, if necessary, is replaced by word 'Rules or Regulations'
2.3 (a)	Investments in CFS shall be restricted up to a maximum limit of 50% of the Net Assets of the Fund, with not more than 20% of CFS amount in any one scrip at the time of investment.	Investments in CFS shall be restricted up to a maximum limit of 40% of the Net Assets of the Fund.	As per Circular 7
2.3 (b) (2)	In accordance with diversification policy prescribed under the <i>Rules</i> , an investment Scheme is required not to invest more than	In accordance with diversification policy prescribed under the <i>Rules or Regulations</i> , an investment Scheme is required not to invest	After the promulgation of NBFC Regulations 2008, the word 'Rule'

	twenty-five per cent of its Net Asset Value in securities of any one sector as per classification of stock exchanges. The investments in securities other than Government securities shall be restricted to not more than ten percent of the Net Assets per issuer.	more than twenty-five per cent of its Net Asset Value in securities of any one sector as per classification of stock exchanges. The investments in securities other than Government securities shall be restricted to not more than ten percent of the Net Assets per issuer.	where ever appearing in the Trust Deed, if necessary, is replaced by word 'Rules or Regulations'
2.3	New Insertion under heading 'Investment Restrictions and Exposure Limits'	<ul style="list-style-type: none"> • <i>The Asset Management Company on behalf of the Fund shall not at any time rollover the investments, if in the opinion of trustee, the Fund would not be able to issue payment instrument for the redemption money to the unit holder within time period stipulated in the Regulations.</i> • <i>Take exposure of more than ten percent (10%) of the Fund's Net Assets in a single Company/ person or 10% of the issue size of the debt issued by any company/ person or 10% of the issued capital of the investee company;</i> • <i>Take exposure of more than twenty-five percent (25%) of the Fund Net Assets in securities of any one sector as per classification of the Stock Exchange;</i> • <i>Take exposure of more than thirty five percent (35%) of its Net Assets in any single group;</i> • <i>Take exposure of more than ten percent (10%) of Fund Net Assets in listed group companies of the Management Company and such investment shall only be made through the secondary market;</i> • <i>Enter into underwriting or sub-underwriting contracts;</i> • <i>Take exposure in excess of forty percent (40%) of its Net Assets in CFS and spread transactions;</i> • <i>Invest less than twenty-five percent (25%) of the Net Assets in cash and near cash instruments, which include cash in Bank Account (excluding term deposit receipts (TDRs)), treasury bills not exceeding ninety (90) days maturity.</i> • <i>Invest more than fifteen percent (15%) of its Net Assets in non-traded securities including reverse REPOs, Bank deposits, certificates of investment, certificate of musharakas and anything over six (6) months maturity which is not a marketable security;</i> • <i>Invest in any security having a rating lower than investment grade;</i> • <i>Place funds with any Bank, development</i> 	As per Circular 7 & directive no SECP/SCD/1/A MC/2008-1026 dated Dec 01, 2008

		<p><i>financial institution, non-banking finance company and modaraba having a rating lower than investment grade;</i></p> <ul style="list-style-type: none"> <i>Invest in a manner such that the weighted average time to maturity of the Net Assets exceeds four (4) years provided that this condition shall not apply to securities issued by the Federal Government;</i> <i>Take exposure in any other collective investment scheme, except for investments outside Pakistan;</i> 	
2.3.1	In the event, the weightages of the securities or the sectors exceed the limits laid down in this offering document or the Rules as a result of the relative movement in the market prices of the investments or through any disinvestment, the Management Company shall make its best endeavor to bring the exposure within the prescribed limits within six months of the event.	<i>In the event Exposure limits are exceeded due to corporate actions including taking up rights or bonus issue and owing to appreciation or depreciation in value of any Investment, disposal of any Investment or Redemption of Units, the excess exposure shall be regularized in such manner and within such time as specified in the Regulations and prescribed by SECP.</i>	As per Regulations
2.3.2 (1)	Subject to any statutory requirements for the time being in force and to the terms and conditions herein contained, <i>the Trustee may at any time at the request of the Management Company concur with the Management Company in making and varying arrangements with Banks or Financial Institutions for borrowing by the Trustee for the account of the Scheme; provided that the borrowing shall not be resorted to, except for meeting the redemption requests.</i>	Subject to any statutory requirements for the time being in force and to the terms and conditions herein contained, <i>the Management Company may arrange borrowing for account of the Scheme, with the approval of the Trustee, from Banks, Financial Institutions or non-banking finance companies. The borrowing, however, shall not be resorted to, except for meeting the redemption requests and shall be repayable within a period of ninety days and such borrowing shall not exceed fifteen per cent of the Net Asset of the Scheme at the time of borrowing or such other limits as specified by the Commission.</i>	As per Regulation 55(6) & SRO-764
2.3.2 (3)	The maximum borrowing for the account of the Trust shall not exceed fifteen percent (15%) of the total Net Assets Value of the Scheme or such other limit as may be provided in the Rules. If subsequent to such borrowing, the Net Assets are reduced as a result of depreciation in the market value of the Fund Property or Redemption of Units, the Management Company shall not be under any obligation to reduce such borrowing.	The maximum borrowing for the account of the Trust shall not exceed fifteen percent (15%) of the total Net Assets Value of the Scheme or such other limit as may be provided in the <i>Rules or Regulations</i> . If subsequent to such borrowing, the Net Assets are reduced as a result of depreciation in the market value of the Fund Property or Redemption of Units, the Management Company shall not be under any obligation to reduce such borrowing.	After the promulgation of NBFC Regulations 2008, the word 'Rule' where ever appearing in the Trust Deed, if necessary, is replaced by word 'Rules or Regulations'
2.3.2 (5)	For the purposes of securing any such borrowing the Trustee may with the approval of the Management Company mortgage, charge or pledge in any manner all or any part of the Fund Property provided that the aggregate amount secured by such mortgage, charge or pledge shall not exceed the limits provided under the Rules and/or any law for the time being in force.	For the purposes of securing any such borrowing the Trustee <i>may upon instruction</i> of the Management Company mortgage, charge or pledge in any manner all or any part of the Trust Property provided that the aggregate amount secured by such mortgage, charge or pledge shall not exceed the limits provided under the <i>Rules or Regulations</i> and/or any law for the time being in force.	After the promulgation of NBFC Regulations 2008, the word 'Rule' where ever appearing in the Trust Deed, if necessary, is replaced by word 'Rules or Regulations'
2.3.3 (iv)	New Insertion	<i>The Management Company on behalf of a Scheme shall not without the approval of the Board of Directors in writing and consent of trustee, purchase from, or sell any securities to any connected person or employee of the</i>	As per Regulation 59 (1)

		<i>Asset Management Company.</i>	
2.4	Investors into NCF must realize that all investments in mutual funds and securities are subject to market risks. Our target return / dividend range cannot be guaranteed and it should be clearly understood that the portfolio of NAFA Cash Fund is subject to interest rates and money market fluctuations and other risks inherent in all such investments. The risk emanates from various factors that include, but are not limited to:	Investors into <i>NIOF</i> must realize that all investments in mutual funds and securities are subject to market risks. Our target return / dividend range cannot be guaranteed and it should be clearly understood that the portfolio of <i>NAFA Income Opportunity Fund</i> is subject to interest rates and money market fluctuations and other risks inherent in all such investments. The risk emanates from various factors that include, but are not limited to:	Change of Fund's Name
2.4 (2)	Currency Risk: The Fund may be affected favorably or unfavorably by changes in currencies and exchange control regulations. The income earned by NCF may also be affected by fluctuations in foreign exchange rates.	Currency Risk: The Fund may be affected favorably or unfavorably by changes in currencies and exchange control regulations. The income earned by <i>NIOF</i> may also be affected by fluctuations in foreign exchange rates.	Change of Fund's Name
3.1.1	National Fullerton Asset Management Limited (NAFA) is a Non-Banking Finance Company with a license to perform Asset Management Services as per the NBFC Rules, 2003. The main sponsors of NAFA are National Bank of Pakistan, NIB Bank Limited and Alexandra Fund Management Pte. Ltd., (a member of Fullerton Fund Management Group, Singapore, which in turn is a wholly owned subsidiary of Temasek Holdings, Singapore). NAFA's main area of business is Investment Management; more specifically floating and managing mutual funds and discretionary management of institutional portfolios. NAFA's vision is to establish itself as a premier Asset Management Company that capitalizes on the technical and institutional strength of its promoters to consistently offer creative and pioneering domestic and international products to meet varying needs of investors. Its mission is to rank in the top quartile in performance of NAFA mutual funds and portfolios relative to the competition, and to consistently offer superior risk-adjusted returns to investors.	<i>NBP Fullerton Asset Management Limited (Formerly: National Fullerton Asset Management Limited) (NAFA) is a Non-Banking Finance Company licensed to undertake Asset Management Services as per the NBFC Rules and Regulations. The main sponsors of NAFA are National Bank of Pakistan and Alexandra Fund Management Pte. Ltd., (a member of Fullerton Fund Management Group, Singapore, which in turn is a wholly owned subsidiary of Temasek Holdings, Singapore). NAFA's main area of business is Investment Management; more specifically floating and managing mutual funds. NAFA's vision is to establish itself as a premier Asset Management Company that capitalizes on the technical and institutional strength of its promoters to consistently offer creative and pioneering domestic and international products to meet varying needs of investors. Its mission is to rank in the top performing quartile of Asset Management Companies and to consistently offer superior risk-adjusted returns to investors.</i>	Updated Company's Profile

Amendment in Paid-up capital of NAFA Table in sub-clause 3.1.1 :

Name	Number of Shares Held	Amount in Rupees
Alexandra Fund Management Pte. Ltd.	8,999,998	89,999,980/-
National Bank of Pakistan	13,499,996	134,999,960/-
Dr. Amjad Waheed	2,500,000	25,000,000/-
Mr. Qamar Hussain	1	10/-
Mr. Gerard Lee How Cheng	1	10/-
Mr. Kamal A. Chinoy	1	10/-
Mr. Patrick Pang Chin Hwang	1	10/-
Mr. Shehryar Faruque	1	10/-
Mr. Shahid Anwar Khan	1	10/-
TOTAL	25,000,000	250,000,000/-

Rationale:

The Table of Paid-up capital of NAFA is updated

3.1.2	National Bank of Pakistan • Pakistan's largest commercial bank with	<i>National Bank of Pakistan</i>	NBP's Profile is updated
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	<p>total assets of Rs. 578 Billion and deposits of Rs. 463 Billion.</p> <ul style="list-style-type: none"> • A distribution network of over 1450 domestic and international branches. • Pre-tax profit has risen from Rs. 1 Billion in 2000 to over Rs. 19 Billion in 2005. • Awarded the prestigious “Bank of the Year in Pakistan” by “The Banker” London, UK in 2005. • “Euromoney” magazine, a leading journal in its issue of March 2005, listed NBP amongst the top 100 banks in Asia, being the only Pakistani bank in the list. • Worlds leading financial journal, “Global Finance” in an exclusive survey has named NBP as the “Best Emerging Market Bank from Pakistan for the year 2005”. • JCR-VIS Credit Rating Company Limited has reaffirmed the bank’s entity rating of AAA/A-1+. 	<ul style="list-style-type: none"> • <i>Pakistan’s largest commercial bank with total assets of Rs.901 Billion and deposits of around Rs.693 Billion (as on June 30, 2009).</i> • <i>A distribution network of 1,280 domestic and international branches.</i> • <i>Net profit has risen from Rs.1.1 Billion in 2001 to over Rs.15 Billion in 2008.</i> • <i>Awarded “Bank of the Year 2001, 2002, 2004 & 2005” by the world renowned “The Banker Magazine” Financial Times Group, UK.</i> • <i>“Euromoney” magazine, a leading journal in its issue of March 2005, listed NBP among the “Top 100 Banks of Asia” being the only Pakistani bank in the list.</i> • <i>“Best Foreign Exchange Bank” in Pakistan 2005, 2006 and 2008 by “Global Finance Magazine”.</i> • <i>Best Return on Capital for 2006 amongst all Banks in Asia. - “Bankers Magazine” in July 2007.</i> • <i>Stable AAA/A-1+ (Triple A/A-One Plus) rating (Standalone Basis) by JCR-VIS in June 2009.</i> 	
3.1.3	<p>NIB Bank Limited</p> <ul style="list-style-type: none"> • Incorporated in March 2003, following the merger of NDLC and IFIC Bank Limited. • Acquired operations of Credit Agricole Indosuez in April, 2004. • Temasek Holdings acquired 73% stake in NIB Bank in June 2005. • Total equity of NIB Bank exceeds Rs. 4.2 Billion. • One of the fastest growing commercial banks in Pakistan. • A network of 27 branches all over Pakistan, and expanding. • Asset base has exceeded Rs. 25 Billion by September, 2005. • Rated A+/A1 by PACRA – The Pakistan Credit Rating Agency Limited. 	Sub-clause 3.1.3 is hereby deleted in entirety.	Since NIB has no Shareholding in NAFA, the details of NIB are deleted.
3.1.4	<p>Alexandra Fund Management Pte. Limited</p> <ul style="list-style-type: none"> • Alexandra Fund Management Pte. Limited is a member of the Fullerton Fund Management Group. • Fullerton Fund Management Company (FFMC) was established in 2003 as a wholly owned subsidiary of Temasek Holdings, Singapore (a US\$62 billion Investment Company rated AAA by both Moody’s and Standard and Poor). • FFMC, based in Singapore, is managing billions of US Dollars that are invested globally. • Investment team comprises nearly 30 investment professionals; majority of whom are CFA Charter holders. 	<p>Alexandra Fund Management Pte. Limited</p> <ul style="list-style-type: none"> • <i>Alexandra Fund Management Pte. Limited is a member of the Fullerton Fund Management Group.</i> • <i>Fullerton Fund Management Company (FFMC) was established in 2003 as a wholly owned subsidiary of Temasek Holdings, Singapore (a USD 93 Billion Investment Company – as of 31 Mar 2009, rated AAA and Aaa by Standard and Poor’s and Moody’s respectively).</i> • <i>Investment team comprises nearly 40 investment professionals; majority of whom</i> 	AFM’s Profile is updated

	<ul style="list-style-type: none"> Committed to being an Asian specialist with extensive Asian network. Experience in both relative and absolute returns strategies. 	<i>are CFA charter holders.</i> <ul style="list-style-type: none"> <i>Committed to being an Asia specialist with extensive Asian network.</i> <i>Experience in both relative and absolute returns strategies.</i> 	
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Amendment in sub-clause 3.2 :

Name, Occupation & Address	Position	Other Directorships
Mr. Qamar Hussain Banker Karachi	Chairman	<ul style="list-style-type: none"> NBP Exchange Company Limited NBP Capital Limited National Bank Modarba Management Company Limited
Dr. Amjad Waheed Fund Manager 76-2, 10th Street, Khyaban-e-Sehar, Phase VI, D.H.A. Karachi	Chief Executive Officer	None
Kamal Amir Chinoy Business Grey House, 30 Clifton, Karachi-75600	Director	<ul style="list-style-type: none"> Pakistan Cables - Chief Executive International Industries Limited Atlas Insurance Limited Pakistan Security Printing Corporation
Shehryar Faruque Business House # 34, Khybane Mujahid Phase 5, D.H.A. Karachi.	Director	<ul style="list-style-type: none"> Mirpurkhas Sugar Mills Limited Cherat Papersack Limited Cherat Cement Company Limited Faruque (Pvt.) Limited Zensoft (Pvt.) Limited Greaves CNG (Pvt.) Limited – Chief Executive
Mr. Shahid Anwar Khan Banker 204, Asthma Homes, 142 N/2, Block 2, P.E.C.H.S., Karachi	Director	<ul style="list-style-type: none"> First Credit and Investment Bank Limited (formerly First Credit and Discount Corporation Ltd.) NBP Exchange Company Limited National Agriculture Limited Fauji Fertilizer Company Limited
Mr. Gerard Lee How Cheng Fund Manager 35, Hindhede Walk # 05-05 Singapore 587969	Director	<ul style="list-style-type: none"> Fullerton Fund Management Co. Ltd. Singapore Alexandra Fund Management Pte. Ltd. Singapore Fullerton Absolute Returns Investment Strategies Master Fund Fullerton Absolute Returns Investment Strategies Fund Fullerton Monex Asia Fund Fullerton Monex Asia Feeder Fullerton India Fund ST Gabriel's Foundation Fullerton Funds S2 SPC Fullerton Asian Multi-Strategies Master Fund Fullerton Asian Multi-Strategies Non-US Feeder Fund Fullerton Lux Funds
Mr. Patrick Pang Chin Hwang Fund Manager 27 Sandilands Road, Singapore 546104	Director	None

Rationale:

The Table of Board of Directors of the Management Company is updated.

3.2.1	Profile of Directors Mr. Masood Karim Shaikh, FCA Chairman Mr. Masood Karim Shaikh is the Senior Executive Vice President and Group Chief	Profile of Directors <i>Qamar Hussain - Chairman</i> <i>Chief Operating Officer and Head of Credit and Risk Management</i>	Profile of Directors is updated
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<p>Corporate & Investment Banking at National Bank of Pakistan. He is also a member of Credit, Operations, Human Resources and IT Committees of the Bank. He carries with him over 20 years of rich diversified experience in Finance, Treasury, Corporate and Equity Markets, serving foreign banks and large local banks such as Emirates Bank International, Mashreq Bank Psc. and Muslim Commercial Bank Ltd., He is a Fellow Member of the Institute of Chartered Accountants of Pakistan.</p> <p>Dr. Amjad Waheed, CFA Chief Executive Officer Dr. Amjad Waheed, CFA, is one of the leading fund managers in the region. Prior to his appointment as the Chief Executive Officer of NAFA, he was the Head of Equity Mutual Funds and Portfolios at Riyadh Bank, Saudi Arabia, managing US\$ 7.50 billion of assets. Dr. Waheed was Head of Asset Management at NIT before moving to Riyadh. Dr. Waheed holds a Doctorate in Finance with a Major in International Investments from Southern Illinois University, USA.</p> <p>Khawaja Iqbal Hassan - Director Khawaja Iqbal Hassan is the President and Chief Executive Officer of NIB Bank Limited. The NIB Bank Limited was created by him through the merger of National Development Leasing Corporation and domestic branches of IFIC Bank, followed by an amalgamation with the domestic branches of Credit Agricole Indosuez. He has 24 years of successful commercial and investment-banking experience in diversified markets covering USA, Saudi Arabia, Turkey and Pakistan. He has thorough knowledge of Pakistan's capital markets. He is the founder of Global Securities Pakistan Limited which is now one of the largest and most active corporate finance and securities houses in Pakistan. He is a high-profile banker involved in originating and executing complex financial transactions.</p> <p>Sheikh Khalid Jamil - Director Mr. Khalid Jamil is currently Executive Vice President and Country Treasurer of NIB Bank Limited, Karachi and has over 17 years of Treasury and Investment-Banking experience in Pakistan and Kuwait. He holds a graduate degree from Karachi University and a professional diploma from the Association of International Bond Dealers (AIBD), Zurich, Switzerland. He is highly respected as a senior member of the interbank treasury community and was elected as the President of Financial Markets Association of Pakistan (FMAP) in Year-2000. During the last 10 years, he was the Country Treasurer of the largest European and French Bank (Credit Agricole Indosuez,</p>	<p><i>Mr. Qamar Hussain is serving as Chief Operating Officer and Head of Credit/Risk Management functions of National Bank of Pakistan. Besides Credit Management Group, Risk Review and Industry Research Division and Economic Research Wing also fall under his preview. Mr. Qamar has rich experience in domestic and international markets in various areas of banking operations. Prior to joining National Bank of Pakistan, He worked with American Express Bank Limited (Amex) as Senior Director – Global Credit, New York and Country Manager of Amex Bangladesh.</i></p> <p><i>Mr. Qamar holds Masters Degree in International Business and Finance from McGill University, Montreal, Canada.</i></p> <p>Dr. Amjad Waheed, CFA Chief Executive Officer <i>Dr. Amjad Waheed, CFA is one of the leading fund managers in the region. Prior to his appointment as the Chief Executive Officer of NAFA, he was the Head of Equity Mutual Funds and Portfolios at Riyadh Bank, Saudi Arabia managing US\$ 7.5 billion of assets. Dr. Waheed was Head of Asset Management at National Investment Trust Limited (NITL) before moving to Riyadh. Dr. Waheed holds a Doctorate in Finance with a Major in International Investments from Southern Illinois University, USA and is a CFA charter holder.</i></p> <p>Mr. Shahid Anwar Khan - Director <i>Mr. Shahid Anwar Khan is the Senior Executive Vice President and Group Chief Credit Management Group at National Bank of Pakistan (NBP). He is also a member of Credit, Assets & Liabilities and Operations Committees of the NBP. He has been serving the Bank for more than 22 years in various capacities. He holds directorship in First Credit and Investment Bank Limited (formerly First Credit and Discount Corporation), National Agriculture Ltd., Fauji Fertilizer Limited and Pakistan Engineering Company Ltd. Mr. Khan is a Textile Engineer and an MBA from USA (Major in Finance) and also holds diploma of IBP.</i></p> <p>Mr. Gerard Lee How Cheng, CFA - Director <i>Gerard Lee is the Chief Executive Officer of Fullerton Fund Management Company Ltd, a wholly-owned subsidiary of Temasek Holdings. He was previously the head of Temasek's Fund Management Division. Before joining Temasek, he has held positions</i></p>	
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	<p>Karachi), which ranked as the most profitable treasuries in terms of forex revenues.</p> <p>Mr. Shahid Anwar Khan - Director Mr. Shahid Anwar Khan is the Senior Executive Vice President and Group Chief Commercial Banking Group at National Bank of Pakistan. He has been serving the Bank for more than 22 years in various capacities. He is one of the directors of: First Credit and Discount Corporation, NBP Modaraba Management Company Ltd., and National Agriculture Ltd. Mr. Khan is a Textile Engineer and an MBA from USA (Major in Finance) and also holds diploma of IBP.</p> <p>Mr. Gerard Lee How Cheng, CFA Director Mr. Gerard is the Chief Executive Officer of Fullerton Fund Management Company Limited (FFMC) since 2004. Prior to FFMC, he was a Managing Director heading the Fund Management Division of Temasek Holdings. Mr. Gerard has an investment management experience of more than 20 years with organizations such as SBC Warburg, Deutsche Asset Management, and the Government of Singapore Investment Corporation Ltd. He holds a Bachelor of Science (Estate Management, Honours) degree from the National University of Singapore.</p> <p>Mr. Patrick Pang Chin Hwang, CFA Director Mr. Patrick is a Director-Equities team at FFMC. He has an investment management and analysis experience of more than 11 years with reputed organizations including Temasek Holdings, Lehman Brothers Asia Ltd, Jardine Fleming Exchange Cap. Sec., and Jardine Fleming International Securities Ltd. He graduated <i>magna cum laude</i> with a Bachelor of Science in Business Administration degree from University of Southern California.</p>	<p><i>as Deputy Chief Investment Officer at Deutsche Asset Management Singapore, Head of Fixed Income Sales at SBC Warburg Singapore and Head of Government of Singapore Investment Corporation Private Limited's (GIC) New York Office.</i></p> <p><i>He takes an active interest in the professional development of the Singapore capital markets and is currently an advisor to ACI Singapore. He is also active in other voluntary work. He serves as chairman of Boys' Town Home and Catholic Junior College. He also sits on the boards of St Gabriel's Foundation.</i></p> <p><i>Gerard, a CFA charter holder, graduated from the National University of Singapore with BSc (Hons) in 1984.</i></p> <p>Mr. Patrick Pang Chin Hwang CFA-Director</p> <p><i>Patrick is a Senior Vice President in the Business Development division at Fullerton Fund Management Co Ltd. He is in charge of marketing Fullerton's fund management expertise and products to key clients based in Europe, Middle East and Africa (EMEA). Patrick also works closely with Fullerton's CEO on strategic and joint venture initiatives for the firm.</i></p> <p><i>Patrick spent 15 years analysing and investing in various equity markets in Asia Pacific. Up to the end of 2008, he was a senior portfolio manager with Fullerton managing equity investments in South Asia. Prior to joining Fullerton in 2004, Patrick was a team leader at Temasek Holding's direct investment division focusing on the financial services sector in the Asia-Pacific region. Before joining Temasek in 2001, Patrick was co-head of equity research for financial services sector at Lehman Brothers based in Hong Kong. He started his career with the regional equity research team at Jardine Fleming in 1994 and has worked in its Singapore and Philippine offices.</i></p> <p><i>Patrick, a Chartered Financial Analyst (CFA) charterholder, graduated magna cum laude from the University of Southern California.</i></p> <p>Kamal Amir Chinoy – Director</p> <p><i>B.Sc. Economics from the Wharton School, University of Pennsylvania, USA. He is currently Chief Executive of Pakistan Cables Ltd. and director of International Industries Ltd., Pak Chemicals Ltd., International Steels Ltd., Pakistan Security Printing Corp. Ltd. and Atlas Insurance Company Ltd. He is on the Executive Committee of Management Association of Pakistan, International</i></p>	
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3.2.2	<p>Profile of Management</p> <p>Dr. Amjad Waheed, CFA- Chief Executive Officer Dr. Amjad Waheed, CFA, is one of the leading fund managers in the region. Prior to his appointment as the Chief Executive Officer of NAFA, he was the Head of Equity Mutual Funds and Portfolios at Riyadh Bank, Saudi Arabia, managing US\$ 7.50 billion of assets. Dr. Waheed was Head of Asset Management at NIT before moving to Riyadh. Dr. Waheed holds a Doctorate in Finance with a Major in International Investments from Southern Illinois University, USA.</p> <p>Mr. Nadeem Hassan - Head Institutional Marketing Mr. Hassan has over thirty years of financial & marketing experience with a successful international & local track record. Before joining NAFA he served as a Consultant & Coordinator to NIB Bank Limited, National Bank of Pakistan and the Fullerton Fund Management Group, Singapore for the creation of NAFA. His vast experience boasts associations with several well known and large multinational companies such as Halcrow Group, Pratt & Whitney, Racal, Hughes Network System, Mercer Management, TCC/BHP, for business development. His international banking experience with Bank of Credit & Commerce was in UK, USA & Middle East and covered all major areas of corporate, private & correspondent banking. He has successfully worked on various programmes of World</p>	<p>Profile of Management</p> <p>Dr. Amjad Waheed, CFA Chief Executive Officer <i>Dr. Amjad Waheed, CFA is one of the leading fund managers in the region. Prior to his appointment as Chief Executive Officer of NAFA, he was the Head of Equity Mutual Funds and Portfolios at Riyadh Bank, Saudi Arabia managing assets worth US\$ 7.5 bn. Dr. Waheed was Head of Asset Management at National Investment Trust Limited (NITL) before moving to Riyadh. Dr. Waheed holds a Doctorate in Finance with a Major in International Investments from Southern Illinois University, USA and is a CFA charter holder.</i></p> <p>Mr. Muhammad Murtaza Ali, ACA Chief Financial Officer & Company Secretary <i>Mr. Murtaza Ali is the CFO and the Company Secretary of NAFA. He is a Chartered Accountant by profession. Prior to NAFA, he served Union Leasing Limited as CFO & Company Secretary for a period of almost five years. Before that, he served with M. Hidayatullah & Co. (Chartered Accountants) as Assistant Manager Audit.</i></p> <p><i>He completed his articles from A.F. Ferguson & Co. (Chartered Accountants), a member firm of Price Water House Coopers. In this capacity, he conducted and finalized audits of several businesses.</i></p> <p>Mr. Hussain A. Naqvi</p>	<p>Profile of Management Company is updated</p>

	<p>Bank / ADB / JICA in the areas of capital markets, financial sector and other Infrastructural & Development Projects. He has been an advisor on debt & equity restructuring and syndications in the corporate sector and worked closely with all major financial institutions in Pakistan.</p> <p>Ms. Rukhsana Narejo, Fund Manager - Fixed Income Prior to joining NAFA, Ms. Rukhsana Narejo was working as a Fund Manager with BMA Asset Management Company Limited, managing both equity and fixed income discretionary portfolios, including retirement funds of prominent listed and multi-national companies. Ms. Narejo worked as a manager for BMA Capital Management Limited, researching fixed income investments and making recommendations based on client investment objectives. She also has experience of Cash Management at Standard Chartered Bank Limited. Ms. Narejo holds an MBA in Banking and Finance and is a candidate in the CFA Program, Level III.</p> <p>Mr. Muhammad Murtaza Ali, ACA Chief Financial Officer & Company Secretary Mr. Ali is the CFO and the Company Secretary of NAFA. He is a Chartered Accountant by profession. Prior to NAFA, he served Union Leasing Limited as CFO & Company Secretary for a period of almost five years. Before that he served M. Hidayatullah & Co. (Chartered Accountants) as Assistant Manager, Audit. He completed his Article-ship from A.F. Ferguson & Co. (Chartered Accountants) a member firm of <i>Price Water House Coopers</i>. In this capacity he conducted and finalized audits of several businesses.</p> <p>Mr. Hussain A. Naqvi Head of Investments Operation Mr. Naqvi is an MBA with Major in Finance. He has worked with Ford Rhodes Sidat Hyder & Co. Chartered Accountants. Later he joined National Investment Trust Limited (NITL) and worked in their Finance Department. He was appointed as Coordinator for privatization of NITL. Mr. Naqvi was nominee director on the Boards of various companies.</p>	<p>Chief Operating Officer <i>Mr. Hussain A. Naqvi, by holding the degree of Masters in Business Administration, carries over 12 years of familiarity in the Mutual fund industry where he has imparted his services to the leading Asset Management Companies of Pakistan.</i></p> <p><i>Before joining NBP Fullerton Asset Management Limited (Formerly: National Fullerton Asset Management Limited) as Chief Operating Officer, he was functional with PICIC Asset Management Company Ltd. as Chief Executive. Prior to this, he has been associated with the companies like Ford Rhodes Sidat Hyder & Co. and National Investment Trust Limited where he has served on higher management positions and was nominated as the director on the board of various companies.</i></p> <p>Mr. Tanvir Abid, FRM, CFA Head of Research <i>Mr. Tanvir Abid has nearly 10 years experience in Pakistan's capital markets. He is a CFA Charter holder and also holds the Financial Risk Manager (FRM) qualification. Mr. Tanvir has also completed his MBA and BBA (Hons) from the Institute of Business Administration, Karachi. Prior to joining NAFA, Mr. Tanvir was associated with Elixir Securities on the equity brokerage side. Earlier, he worked in IGI Finex Securities as the Head of Institutional Equity Sales. Mr. Tanvir began his career in the financial markets from Jahangir Siddiqui Capital Markets where he was the Head of Research and worked for nearly five years. He has also headed the research team at Live Securities.</i></p> <p>Mr. Sajjad Anwar, CFA Head of Equity <i>Mr. Sajjad Anwar is an MBA in Finance and a CFA charter holder. Prior to joining NAFA, he was working as Manager Strategic Risk Management with Army Welfare Trust (AWT) where his main responsibilities were Project Appraisal, Mergers and Acquisitions and Risk Analysis of ongoing projects. He also served Shifa Foundation as Asst. Manager Finance & Accounts. In addition to this, he has over three years of teaching experience where his areas of interest were Corporate Finance, Investment Analysis and Portfolio Management.</i></p> <p>Mr. Irfan Malik, CFA Head of Fixed Income <i>Irfan is seasoned banker with over 11 years of investment banking and global markets experience. During his career, he has worked for Deutsche Bank, Standard Chartered Bank, NIB Bank and Habib Bank where he held various positions such as Head of Coverage</i></p>	
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		<p><i>Management Company Limited, where he served for about two years. He completed his professional training from Deloitte Pakistan in Audit & Assurance Services in various capacities where he was assigned to statutory audits of various financial and non-financial business concerns.</i></p>	
3.2.3	<p>The responsibilities of the Management Company are to promote the sale of Units of the Fund, invest and manage the assets of the Fund according to the provisions of the Deed and the Rules, in good faith, to the best of its ability and without gaining any undue advantage for itself or any Connected Persons or its Officers. The Management Company shall maintain proper accounts and records of the Fund to enable a complete and accurate view of assets and liabilities, income and expenditure and amounts received in respect of Units and paid out on Redemption of Units and by way of distribution of profits, as required under the Rules. The Management Company shall prepare and transmit physically to Unit Holders (or through electronic means or on the web subject to SECP approval) to Unit Holders, the SECP and the Trustee, annual report together with balance sheet and income and expenditure account of the Fund and auditors report thereon. The Management Company shall also prepare and transmit physically (or through electronic means or on the web subject to SECP approval) to Unit Holders, the SECP and the Trustee, the balance sheet and income and expenditure account of the Fund on quarterly basis, in accordance with the Rules.</p> <p>In the unlikely event of its occurrence, the Management Company shall account to Trustee for any loss in value of the assets of the Fund caused by its negligence, reckless or willful act or omission. The Management Company shall be responsible for all acts and omissions of all persons or agents to whom it may delegate the performance of its functions as a manager as if they were its own acts or omissions. The Management Company shall not be under any liability except such liability as may be expressly assumed under the Rules and the Deed, nor shall the Management Company (save as otherwise provided) be liable for any act or omission of the Trustee nor for anything else except its own negligence or willful breach of duty. The Management Company shall if it considers necessary request the Trustee in writing, for the protection of Fund Property or safeguarding the interest of the Unit Holders, to institute or defend any suit, proceeding, arbitration or inquiry or any corporate or shareholders' action in respect of the Fund Property or any part thereof.</p>	<p>The responsibilities of the Management Company are to promote the sale of Units of the Fund, invest and manage the assets of the Fund according to the provisions of the Deed and the <i>Rules or Regulations</i>, in good faith, to the best of its ability and without gaining any undue advantage for itself or any Connected Persons or its Officers. <i>The Management Company shall maintain the books of accounts and other records of the Trust for a period of not less than ten (10) years. The Management Company shall not remove the records or documents pertaining to the Scheme from Pakistan to a place outside Pakistan without the prior written permission of SECP and the Trustee. The Management Company shall prepare an annual report, together with a copy of the balance sheet, income statement, cash flow statements, statement of movement in unit holders' or certificate holders' fund, expenditure account and the Auditor's report of the Scheme to the Trustee, the Unit Holder(s), the Commission and Stock Exchange and shall comply with the requirements set out in the Regulations. The Management Company shall prepare and transmit quarterly reports (physically or through electronic means or on the web subject to SECP approval) to the Unit Holder(s), the Trustee, the Commission and Stock Exchange, balance sheet as at the end of respective quarter, income statement, cash flow statement and statement of changes in equity for that quarter, whether audited or otherwise and shall comply with the requirements set out in the Regulations. The Management Company shall clearly specify cut-off timings (for acceptance of application forms of issuance, redemption, conversion etc of units of the Scheme) as determined by the Management Company and disclosed in the Offering Document on its web site and at designated points. Such cut-off timing shall uniformly apply on all Unit Holders. The Management Company shall formally forward all the requests for dealing in Units, duly time and date stamped, to the Trustee within 24 hours of the receipt of such requests. The Management Company shall obtain a rating of the Scheme as per the Regulations or conditions prescribed by SECP.</i></p> <p>In the unlikely event of its occurrence, the Management Company shall account to Trustee for any loss in value of the assets of the Fund caused by its negligence, reckless or willful act or omission. The Management</p>	<p>As per Regulation 51(2), 38(f), 38(g) & Circular 11</p>

		<p>Company shall be responsible for all acts and omissions of all persons or agents to whom it may delegate the performance of its functions as a manager as if they were its own acts or omissions. The Management Company shall not be under any liability except such liability as may be expressly assumed under the <i>Rules or Regulations</i> and the Deed, nor shall the Management Company (save as otherwise provided) be liable for any act or omission of the Trustee nor for anything else except its own negligence or willful breach of duty. The Management Company shall if it considers necessary request the Trustee in writing, for the protection of Fund Property or safeguarding the interest of the Unit Holders, to institute or defend any suit, proceeding, arbitration or inquiry or any corporate or shareholders' action in respect of the Fund Property or any part thereof.</p>	
3.3	New Insertion under heading 'Basic Role of Trustee'	<p><i>Trustee shall not invest in the Units of the Fund. The Trustee shall ensure that the investment and borrowing limitations set out in the Constitutive Documents pursuant to the Regulations and the conditions under which the Scheme was authorized are complied with. The Trustee shall ensure that the investment and borrowing limitations set out in the Constitutive Documents pursuant to the Regulations and the conditions under which the Scheme was authorized are complied with. The Trustee shall ensure that Units are not issued until subscription money has been received in the Fund. The Trustee shall ensure that the Management Company has specified criteria in writing to provide for a diverse panel of brokers at the time of offering of the Fund and shall also ensure that the Management Company has been diligent in appointing brokers to avoid undue concentration of business with any broker. The Trustee shall immediately inform the SECP if any action of the Management Company contravenes the Ordinance, Rules, Regulations, Constitutive Documents, guidelines, codes, circulars, directives or any other applicable laws. The Trustee shall comply with the directions of the SECP given in the interest of the Unit Holders.</i></p>	<p>As per Regulation 41(f), 41(k), 41(i), 41(m), 41(n) & directive no. SCD/NBFC-II /DIR/2009/842 dated Sep 10, 2009</p>
3.7.4	New Insertion	<p><i>The Management Company shall designate and disclose the location of its official points for acceptance of applications for issuance, redemption, conversion, etc of units in the Offering Document of the Scheme and its website. The Management Company shall receive the said applications only at such designated points. The Management Company shall ensure that all the designated points for acceptance of applications for issuance, redemption, conversion, etc of units of the Scheme have appropriate date and time stamping mechanism for timely acknowledgement of the said applications.</i></p>	<p>As per Circular 11</p>

3.8.1	They will hold office until the transmission of the reports and accounts, which will cover the period from commencement of the Trust up to Accounting Period and will be eligible for reappointment by the Management Company with the concurrence of the Trustee. However, <i>an auditor may be reappointed for up-to three consecutive terms. Thereafter, that auditor may only be appointed after a break in appointment.</i>	They will hold office until the transmission of the reports and accounts, which will cover the period from commencement of the Trust up to Accounting Period and will be eligible for reappointment by the Management Company with the concurrence of the Trustee. However, <i>the Management Company shall appoint, with the consent of the Trustee, the Auditor of the Fund as per requirements of Regulations, or as per guidelines issued by SECP. The Management Company may at any time remove the Auditor and appoint another Auditor in its place. The same firm of chartered accountants cannot be appointed Auditor for more than five consecutive years, unless otherwise permitted by SECP. Thereafter, the Auditors shall only be eligible for appointment after the lapse of one year.</i>	As per Regulation 53
3.8.3	The Trustee shall be entitled to require the Auditors to provide such further reports as may be agreed between the Trustee and the Management Company as may be considered necessary to facilitate the Trustee in issuing the certification required under the <i>Rules</i> .	The Trustee shall be entitled to require the Auditors to provide such further reports as may be agreed between the Trustee and the Management Company as may be considered necessary to facilitate the Trustee in issuing the certification required under the <i>Rules or Regulations</i> .	After the promulgation of NBFC Regulations 2008, the word 'Rule' where ever appearing in the Trust Deed, if necessary, is replaced by word 'Rules or Regulations'
3.8.5	The contents of the Auditors report shall be as mentioned in the <i>Rules</i> .	The contents of the Auditors report shall be as mentioned in the <i>Rules or Regulations</i> .	After the promulgation of NBFC Regulations 2008, the word 'Rule' where ever appearing in the Trust Deed, if necessary, is replaced by word 'Rules or Regulations'
3.10.1 (1)	The Trustee, at the request of the Management Company, shall open Bank Account(s) titled "CDC-Trustee NAFA Cash Fund" for the Unit Trust at designated Bank(s) at Karachi and other specified cities for collection, investment, redemption or any other use of the Trust's funds.	The Trustee, at the request of the Management Company, shall open Bank Account(s) titled "CDC-Trustee NAFA <i>Income Opportunity</i> Fund" for the Unit Trust at designated Bank(s) at Karachi and other specified cities for collection, investment, redemption or any other use of the Trust's funds.	Change of Fund's Name
3.10.1 (2)	The Trustee shall also open additional Bank Account(s) titled "CDC-Trustee NAFA Cash Fund" at various branches of such other Bank(s) as requested by the Management Company. These accounts shall be temporary collection accounts where collections shall be held prior to their being transferred to the main Bank Account of the Trust on a daily basis.	The Trustee shall also open additional Bank Account(s) titled "CDC-Trustee NAFA <i>Income Opportunity</i> Fund" at various branches of such other Bank(s) as requested by the Management Company. These accounts shall be temporary collection accounts where collections shall be held prior to their being transferred to the main Bank Account of the Trust on a daily basis.	Change of Fund's Name
3.10.1 (3)	The Trustee shall open additional Bank Account(s) titled "CDC-Trustee NAFA Cash Fund" at such branches of Banks and at such locations (including outside Pakistan, subject to applicable regulations and after obtaining all necessary approvals from the relevant regulatory authority in Pakistan) as may be reasonably required by the Management Company from time to time. Such accounts shall be used as collection and redemption accounts. There shall be instructions for all such collection and redemption accounts to promptly transfer the funds collected therein	The Trustee shall open additional Bank Account(s) titled "CDC-Trustee NAFA <i>Income Opportunity</i> Fund" at such branches of Banks and at such locations (including outside Pakistan, subject to applicable regulations and after obtaining all necessary approvals from the relevant regulatory authority in Pakistan) as may be reasonably required by the Management Company from time to time. Such accounts shall be used as collection and redemption accounts. There shall be instructions for all such collection and redemption accounts to promptly transfer the	Change of Fund's Name

	to the main Bank Account and/or transfer the funds to the relevant bank accounts of the Unit Holder for redemption purposes.	funds collected therein to the main Bank Account and/or transfer the funds to the relevant bank accounts of the Unit Holder for redemption purposes.	
3.10.1 (9)	New Insertion	<i>Notwithstanding anything in this Offering Document and Deed, the beneficial ownership of the balances in the Bank Accounts shall vest in the Unit Holders of the respective Unit Trusts.</i>	As per Regulation 41(a)
3.10.1 (10)	New Insertion	<i>The Trustee shall, if requested by the Management Company at its discretion also open a separate Account titled CDC – Trustee NAFA Funds at bank(s) designated by the Management Company. These account(s) shall be temporary collection accounts, where collections received on account of subscription of Units by investors of various unit trusts and the administrative plans that are managed by NAFA as the management company shall be held prior to their being allocated and transferred to pertinent unit trust(s). Provided however, in relation to the other unit trusts managed by NAFA as the Management Company mentioned above, there are similar provisions in the trust deeds of such funds and have Trustee as common between them.</i>	To open a collection account for ease of Investors.

Insertion of sub-clause 3.11:

3.11 Existing Schemes under Management

1. NAFA Cash Fund (NCF)

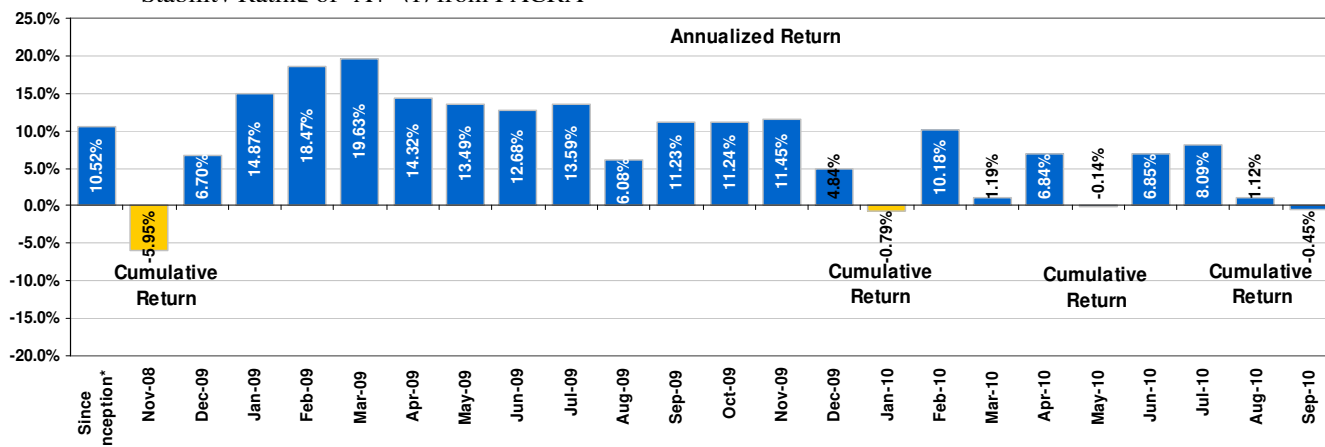
NAFA Cash Fund (NCF) was launched on April 22, 2006 with an Initial Public Offering (IPO) of Rs.3.2 Billion. The Fund has no exposure to the stock market. The Fund's performance has been true to its investment objective.

Date of Launching:	April 22, 2006
Nature of Fund:	Open-end-Income Fund
Net Asset Value:	Rs.3,692 Million /-*
Par Value per Share:	Rs.10.00/-
N.A.V. per Share:	Rs.9.8993/-*
Listing:	Lahore Stock Exchange
Benchmark	1-Month KIBOR

*As of September 30, 2010

PERFORMANCE OF NCF

- The annualized return from inception up to September 30, 2010 is 7.66%.
- Stability Rating of 'A+' (f) from PACRA



*April 22, 2006 till Nov 4, 2008

2. NAFA Multi-Asset Fund (NMF)

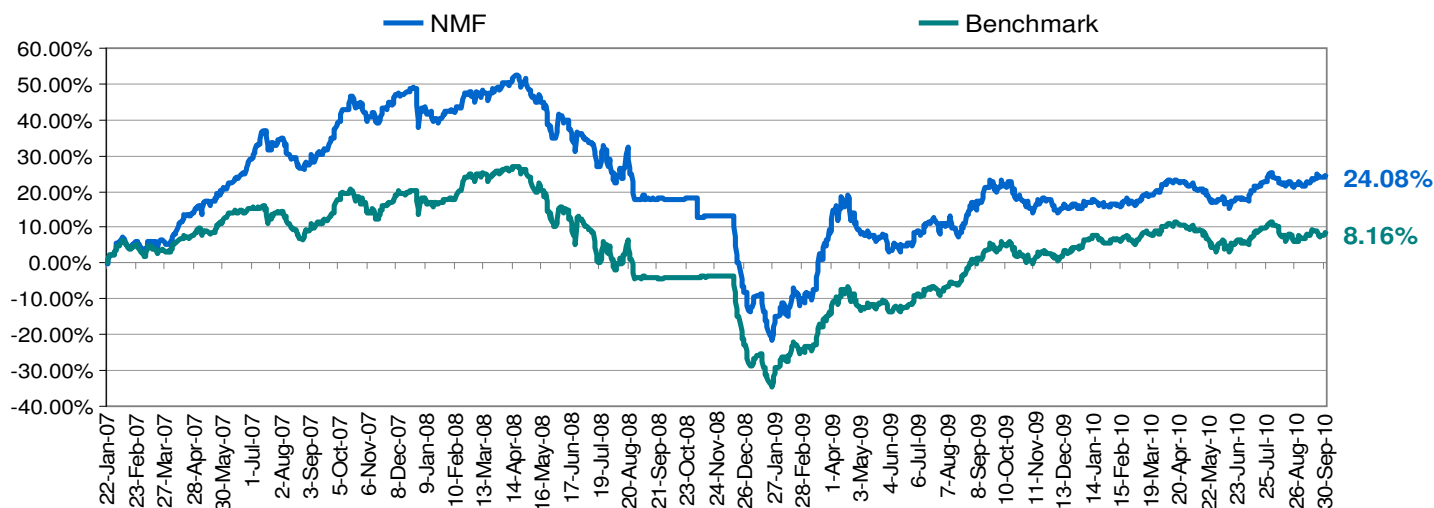
NAFA Multi-Asset Fund (NMF) was launched on January 22, 2007 with an Initial Public Offering (IPO) of Rs.839.6 Million. The Fund has a medium risk profile with a balanced exposure to income and equity investments.

Date of Launching:	January 22, 2007
Nature of Fund:	Open-end-Balanced Fund
Net Asset Value:	Rs.915 Million/-*
Par Value per Share:	Rs.10.00/-
N.A.V. per Share:	Rs.9.4644/-*
Listing:	Lahore Stock Exchange
Benchmark	50% KSE-30 Index & 50% 1-Month KIBOR

* As of September 30, 2010

PERFORMANCE OF NMF

- NMF invests in Equities and Fixed Income instruments (range 30%-70%)
- NMF Benchmark is 50% 1-month KIBOR and 50% KSE-30 Index
- NMF, since its inception, has out-performed the benchmark by 15.92%



3. NAFA Stock Fund (NSF)

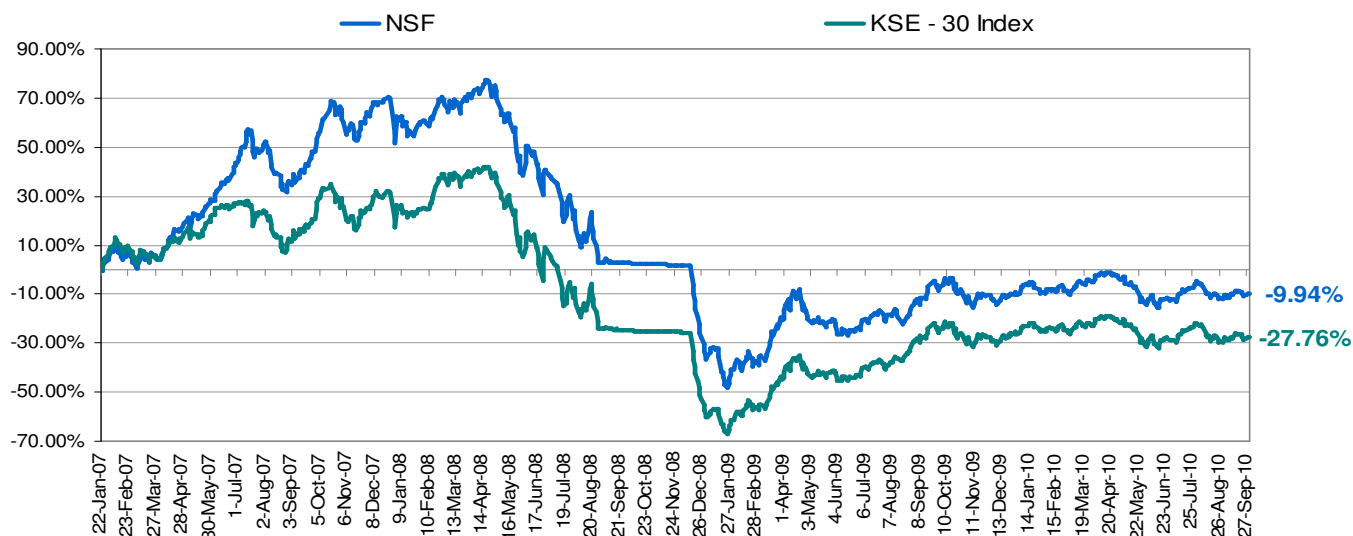
NAFA Stock Fund (NSF) was launched on January 22, 2007 with an Initial Public Offering (IPO) of Rs.839.5 Million. The Fund has a moderate to high risk profile with a prime exposure to the stock market.

Date of Launching:	January 22, 2007
Nature of Fund:	Open-end-Equity Fund
Net Asset Value:	Rs.942 Million/-*
Par Value per Share:	Rs.10.00/-
N.A.V. per Share:	Rs.6.3006/-*
Listing:	Lahore Stock Exchange
Benchmark	KSE-30 Index

* As of September 30, 2010

PERFORMANCE OF NSF

- NSF, since its inception, has out-performed the benchmark by 17.82%



4. NAFA Islamic Income Fund

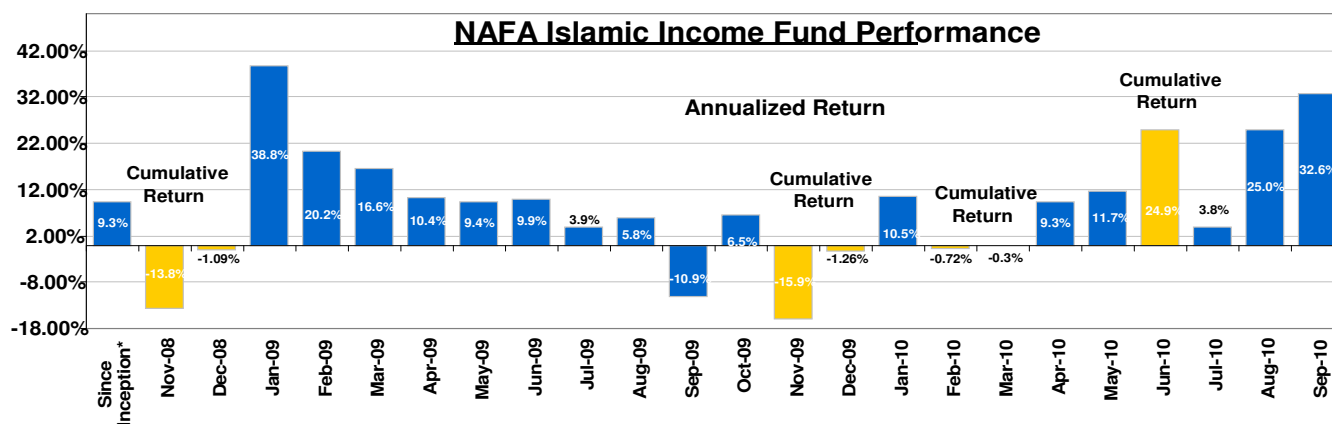
NAFA Islamic Income Fund (NIIF) was launched on October 29, 2007 with an Initial Public Offering (IPO) of Rs.977 Million. The Fund has no exposure to the stock market.

Date of Launching:	October 29, 2007
Nature of Fund:	Shariah Compliant - Open-end Income Fund
Net Asset Value:	Rs.196 Million/-*
Par Value per Share:	Rs.10.00/-
N.A.V. per Share:	Rs.8.1081/-*
Listing:	Lahore Stock Exchange
Benchmark	Average 1-Month deposit rates of Islamic Banks

* As of September 30, 2010

PERFORMANCE OF NIIF

- The Annualized return since inception (from 29 October 2007 to September 30, 2010) is 0.15%.
- Stability Rating of BBB- from PACRA.



*Oct 28, 2007 till Nov 4, 2008

5. NAFA Islamic Multi Asset Fund

NAFA Islamic Multi Asset Fund (NIMF) was launched on October 29, 2007 with an Initial Public Offering (IPO) of Rs. 847 Million. The

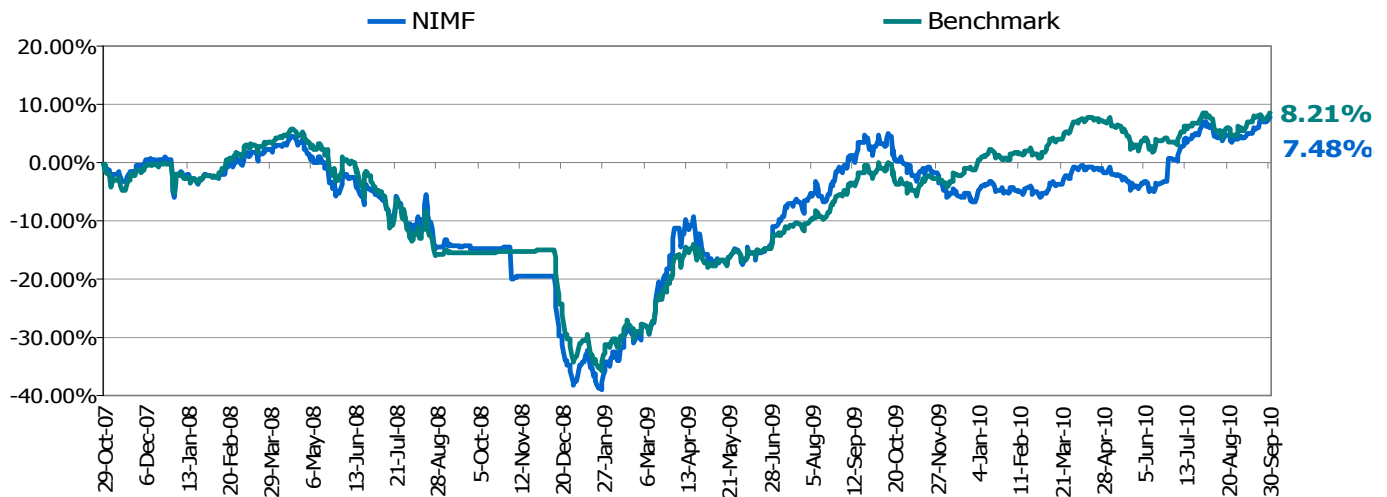
Fund has a medium risk profile with a balanced exposure to Shariah Compliant income and equity investments.

Date of Launching:	October 29, 2007
Nature of Fund:	Shariah Compliant - Open-end Balanced Fund
Net Asset Value:	Rs.347 Million/-*
Par Value per Share:	Rs.10.00/-
N.A.V. per Share:	Rs.9.4439/-*
Listing:	Lahore Stock Exchange
Benchmark	50% KMI-30 Index & 50% Average 1-Month profit rates of Islamic Banks

* As of September 30, 2010.

PERFORMANCE OF NIMF

- NIMF Benchmark is 50% average 1-month profit rate of Islamic Banks & 50% KMI-30 Index
- NIMF, since its inception, has under-performed the benchmark by 0.73%



6. NAFA Income Fund

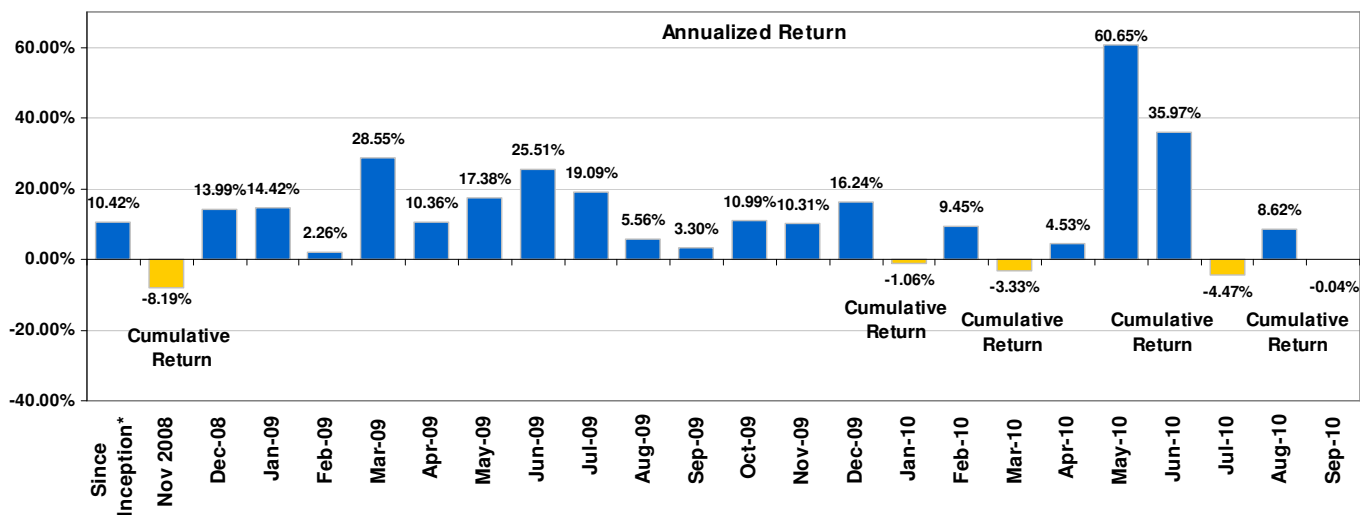
NAFA Income fund (NIF) was launched on March 29, 2008. The fund has no exposure to the stock market and is benchmarked against 3 Month T-Bills.

Date of Launching	March 29, 2008
Nature of Fund	Open-end Income Fund
Net Asset Value	Rs.530 Million/-*
Par Value per Share	Rs.10.00/-
N.A.V. per Share	Rs.10.0446/-*
Listing	Lahore Stock Exchange
Benchmark	3-Months T-Bills

* As of September 30, 2010.

PERFORMANCE OF NIF

- Annualized Return since launch to September 30, 2010 is 4.21%
- Stability Rating of 'A' (f) from PACRA



*March 28, 2008 till Nov 4, 2008

7. NAFA Government Securities Liquid Fund

NAFA Government Securities Liquid Fund (NGSLF) was launched on May 16, 2009 and carries a very low risk profile. The fund has been benchmarked against 70% 3 Month T-Bills and 30% average 3 Month deposit rates (AA and above rated Banks).

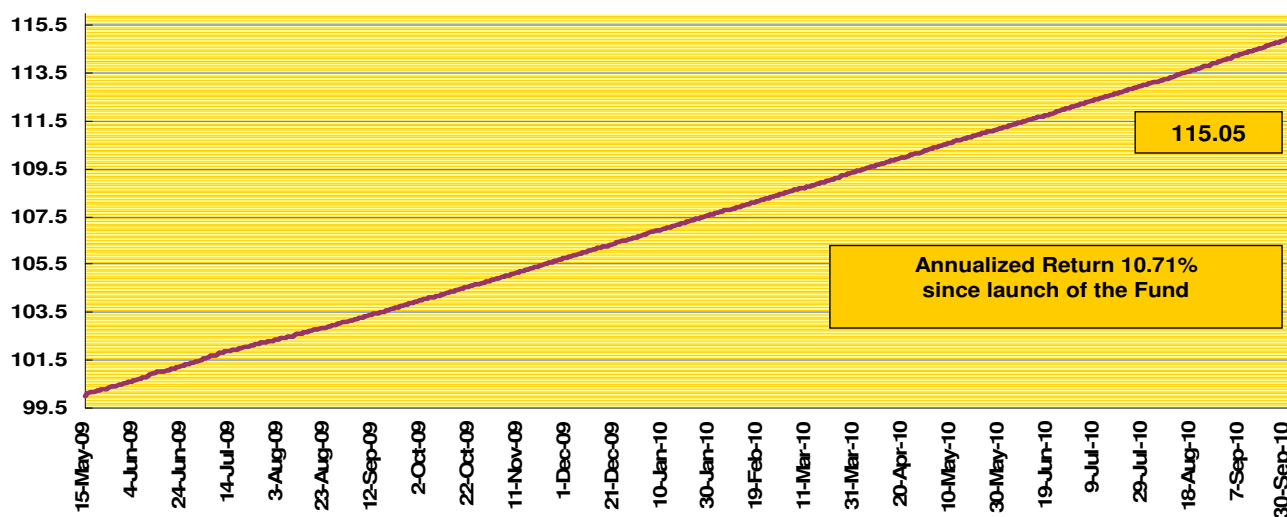
Date of Launching:	May 16, 2009
Nature of Fund:	Open end Money Market Fund
Net Asset Value:	Rs.6,590 Million/-*
Par Value per Share:	Rs.10.00/-
N.A.V. per Share:	Rs.10.2870/-*
Listing:	Lahore Stock Exchange
Benchmark	70% 3 Month T. Bills and 30% Average 3 Month deposit rates (AA and above rated banks)

* As of September 30, 2010.

PERFORMANCE OF NGSLF

- The unit price has not declined by even one paisa on any single day since launch in May 2009
- The annualized return since inception is 10.71%.
- Stability Rating of 'AAA' (f) from PACRA

Value of Rs. 100 invested in NAFA Government Securities Liquid Fund at launch (May 16, 2009)



8. NAFA Savings Plus Fund

NAFA Savings Plus Fund (NSPF) was launched on November 21, 2009 and carries a very low risk profile. The fund has been benchmarked against recently published 6-month deposit rates of A & above rated scheduled banks.

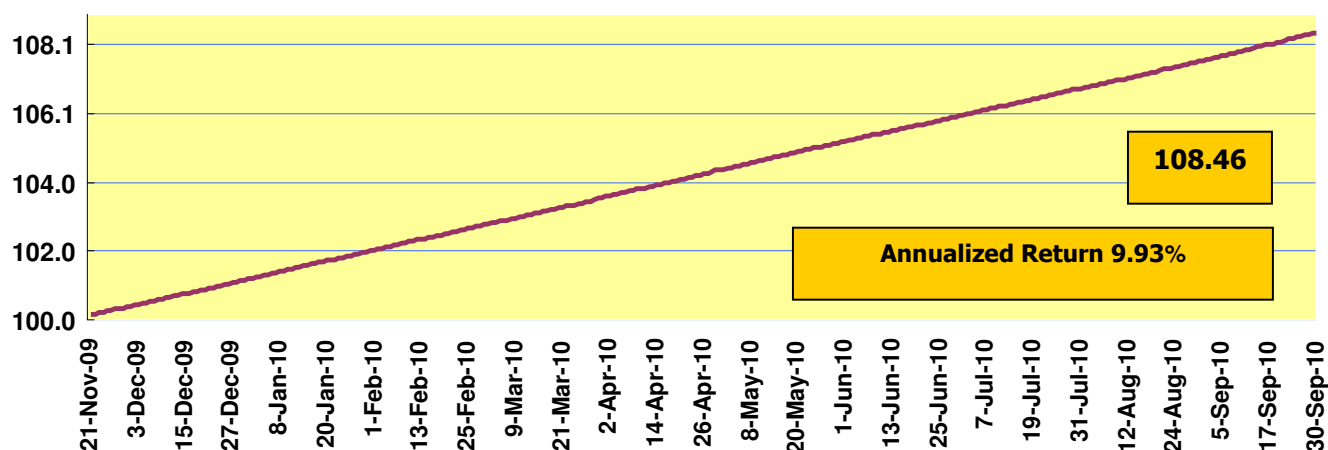
Date of Launching	November 21, 2009
Nature of Fund	Open-end – Income Fund
Net Asset Value	Rs.706 Million/-*
Par Value per Share	Rs.10.00/-
N.A.V. per Share	Rs.10.2788/-*
Listing	Lahore Stock Exchange
Benchmark	Average of 6 Month deposit rates (A and above rated banks).

* As of September 30, 2010.

PERFORMANCE OF NSPF

- Annualized Return since launch to September 30, 2010 is 9.93%
- The unit price has not even declined by 1 paisa since its launch in Nov 2009.
- Stability Rating of 'AA-' (f) from PACRA

Value of Rs. 100 invested in NAFA Savings Plus Fund
at launch (Nov 21, 2009)



9. NAFA Riba Free Savings Fund

NAFA Riba Free Savings Fund (NRFSF) was launched on August 21, 2010 and carries a low risk profile. The fund has been benchmarked against recently published 6-month deposit rates of A & above rated scheduled banks.

Date of Launching	August 21, 2010
Nature of Fund	Open-end – Shariah Compliant Fund
Net Asset Value	Rs.128 Million/-*
Par Value per Share	Rs.10.00/-
N.A.V. per Share	Rs.10.0952/-*
Listing	Lahore Stock Exchange
Benchmark	Average of 3 Month deposit rates of Islamic Banks.

* As of September 30, 2010.

PERFORMANCE OF NRFSF

- Annualized Return since launch to September 30, 2010 is 8.80%
- Stability Rating of 'A+' (f) from PACRA

10. NAFA Asset Allocation Fund

NAFA Asset Allocation Fund (NAAF) was launched on August 21, 2010

Date of Launching	August 21, 2010
Nature of Fund	Open-end – Asset Allocation Fund
Net Asset Value	Rs.111 Million/-*
Par Value per Share	Rs.10.00/-
N.A.V. per Share	Rs.10.0626/-*
Listing	Lahore Stock Exchange
Benchmark	1/3 of average 3-month bank deposit rate; 1/3 of 6-month KIBOR; 1/3 of KSE 30 Index

* As of September 30, 2010.

PERFORMANCE OF NAAF

- Cumulative Return since launch to September 30, 2010 is 0.63%

Rationale:

Inserted as required in Schedule VIII.

	Classes of Units (i) Class “A” (Restricted/Core Units) issued to the Core Investors with no Sales Load. These Units cannot be redeemed for a period of two (2) years from the date of closure of Initial offer. However, such Units are transferable. (ii) Class “A” Units being offered and issued during the Private Placement and Initial Offer of Period (IPO) with no Sales Load. (iii) Class “B” Units, which shall be offered and issued after the Initial Period of Offer. There will be no Sales Load on these Units as well.	Classes of Units (i) Class “A” (Restricted/Core Units) issued to the Core Investors with no <i>Front-end Load</i> . These Units cannot be redeemed for a period of two (2) years from the date of closure of Initial offer. However, such Units are transferable. (ii) Class “A” Units being offered and issued during the Private Placement and Initial Offer of Period (IPO) with no <i>Front-end Load</i> . (iii) Class “B” Units, which shall be offered and issued after the Initial Period of Offer. There will be no <i>Front-end Load</i> on these Units as well.	The word ‘ <i>Sales Load</i> ’ is replaced with the word ‘ <i>Front-end Load</i> ’.
4.2.2 (second para)	Following the minimum initial investment, Unit Holders of NAFA Cash Fund may add a minimum of Rs. 1,000 per transaction at their convenience. Units of NCF (including fraction thereof) shall be issued against the amount received from the Unit Holders in accordance with the procedure laid down in this Offering Document. The Management Company may alter the minimum amount required for opening, maintaining or adding to the account. Provided an upward change for maintaining the account or adding funds the Management Company shall give seven days notice to Unit Holders.	Following the minimum initial investment, Unit Holders of <i>NAFA Income Opportunity Fund</i> may add a minimum of Rs. 1,000 per transaction at their convenience. Units of <i>NIOF</i> (including fraction thereof) shall be issued against the amount received from the Unit Holders in accordance with the procedure laid down in this Offering Document. The Management Company may alter the minimum amount required for opening, maintaining or adding to the account. Provided an upward change for maintaining the account or adding funds the Management Company shall give seven days notice to Unit Holders.	Change of Fund’s Name
4.2.3	The Management Company shall, on the 25 th of every Regular Interval, calculate the	The Management Company shall, on the 25 th of every Regular Interval <i>or as determined by</i>	Rephrase

	redemption value to be paid to the Income Unit Holder(s) based on the Redemption Price of that day.	<i>the Management Company to calculate the redemption value to be paid to the Income Unit Holder(s) based on the Redemption Price of that day.</i>	
4.2.6	In case the Management Company announces a suspension of further issue of Units of NCF, it may allow existing Unit Holder to continue acquiring Units out of any dividend declared on Units held under this option.	In case the Management Company announces a suspension of further issue of Units of <i>NIOF</i> , it may allow existing Unit Holder to continue acquiring Units out of any dividend declared on Units held under this option.	Change of Fund's Name
4.2.8	In the event of winding up of NCF, the Units standing to the credit of Subscriber shall be dealt with the same manner as the rest of the Units in NCF.	In the event of winding up of <i>NIOF</i> , the Units standing to the credit of Subscriber shall be dealt with the same manner as the rest of the Units in <i>NIOF</i> .	Change of Fund's Name
4.2.10	All Units and fractions thereof (up to four or more decimal places) represent an undivided share in the Scheme and rank pari passu as to their rights in the net assets, earnings, and the receipt of the dividends and distributions. Each Unit Holder has a beneficial interest in NCF proportionate to the Units held by such Unit Holder. However, while maintaining the integrity of each Unit's pari passu rights, for the convenience of investors, the Management Company may issue Units with different options for different arrangements as chosen by the investor from time to time. Consequently, the Units issued with differing arrangements may have differing respective applicable quantum of the Front-end Load added to the NAV for determining the Offering Price thereof and differing respective applicable quantum of Back-end load deducted from the NAV for determining the Repurchase Price.	All Units and fractions thereof (up to four or more decimal places) represent an undivided share in the Scheme and rank pari passu as to their rights in the net assets, earnings, and the receipt of the dividends and distributions. Each Unit Holder has a beneficial interest in <i>NIOF</i> proportionate to the Units held by such Unit Holder. However, while maintaining the integrity of each Unit's pari passu rights, for the convenience of investors, the Management Company may issue Units with different options for different arrangements as chosen by the investor from time to time. Consequently, the Units issued with differing arrangements may have differing respective applicable quantum of the Front-end Load added to the NAV for determining the Offering Price thereof and differing respective applicable quantum of Back-end load deducted from the NAV for determining the Repurchase Price.	Change of Fund's Name
4.3 (d)	New Insertion	<i>The Asset Management Company shall ensure that no entry and exit to the scheme (including redemption and reissuance of units to the same unit holders on different NAVs) shall be allowed other than cash settled transactions based on the formal issuance and redemption request, unless permitted otherwise by the Commission under the Regulations.</i>	As per SECP directive no SECP/SCD/1/A MC/2008-1026 dated Dec 01, 2008
4.4.4 (second para)	Payment for the Fund Units can be made in the form of: <ul style="list-style-type: none"> • Demand draft or Pay order in favor of CDC-Trustee NAFA Cash Fund • Online transfer of money • Cheque (account payee only marked in favor of CDC-Trustee NAFA Cash Fund) 	Payment for the Fund Units can be made in the form of: <ul style="list-style-type: none"> • Demand draft or Pay order in favor of CDC-Trustee NAFA Income Opportunity Fund • Online transfer of money • Cheque (account payee only marked in favor of CDC-Trustee NAFA Income Opportunity Fund) 	Change of Fund's Name
4.4.4 (forth para)	The aforesaid payments must be handed over to a Distributor and / or Investment Facilitator who will acknowledge the receipt on the Investment Form. Such payments must only be deposited in the bank account of the Fund titled " CDC – Trustee NAFA Cash Fund " maintained with the designated banks and their branches.	The aforesaid payments must be handed over to a Distributor and / or Investment Facilitator who will acknowledge the receipt on the Investment Form. Such payments must only be deposited in the bank account of the Fund titled " CDC – Trustee NAFA Income Opportunity Fund " maintained with the designated banks and their branches.	Change of Fund's Name
4.7.2	Any Unit Holder and / or Joint Unit Holder(s) may request the Transfer Agent to record a pledge / lien of all or any of his / their Units in favor of any third party legally entitled to	Any Unit Holder and / or Joint Unit Holder(s) may request the Transfer Agent to record a pledge / lien of all or any of his / their Units in favor of any third party legally entitled to	

	invest in such Units in its own right. The Transfer Agent shall register a lien on any Units in favor of any third party with the consent of the Management Company. However, the lien shall be valid only if evidenced by an account statement or letter issued by the Transfer Agent with the Units marked in favor of the Pledgee. The onus for due process having been followed in registering a lien shall lie with the party claiming the lien.	invest in such Units in its own right. The Transfer Agent shall register a lien on any Units in favor of any third party with the consent of the Management Company <i>under intimation to the Trustee</i> . However, the lien shall be valid only if evidenced by an account statement or letter issued by the Transfer Agent with the Units marked in favor of the Pledgee. The onus for due process having been followed in registering a lien shall lie with the party claiming the lien.	
4.8.1	New Insertion (after first para)	<i>In case of suspension of redemption of units of the Scheme in terms of Constitutive Documents of the Scheme or as per Regulations, the issuance of fresh units shall also be kept suspended until and unless redemption of units is resumed.</i>	As per Circular 11
4.8.2	New Insertion (after first para)	<i>Suspension of redemption shall be provided in exceptional Circumstances, having regard to the interests of unit holders and such a decision shall be made with the prior approval of the board of the Management Company.</i>	As per SECP directive no SECP/SCD/1/A MC/2008-1026 dated Dec 01, 2008
4.8.3	New Insertion	<i>The Management Company shall ensure all valid redemption request are paid based on ranking of the request in a queue.</i>	As per SECP directive no SECP/SCD/1/A MC/2008-1026 dated Dec 01, 2008
4.10.3	The Purchase (Offer) Price shall be equal to the sum of the Net Asset Value (NAV) as of the close of the Business Day (in the event there are closed days, for any reason, following that Business Days, the NAV so determined shall be adjusted for the accrual of income or losses if any for such closed days), Transaction Cost, any Front-End Sales Load (Load) not exceeding 5% of the Purchase (Offer) Price (Please refer to Annexure “B” for the current level of load) and such amount as the Management Company may consider appropriate provision for Duties and Charges. The Purchase (Offer) Price so determined shall apply to purchase requests, complete in all respects, received by the Distributor and / or Management Company during the business hours on the Business Day on which the Investment Form has been received.	<i>The Net Asset Value as of the close of the Business Day on which completely and correctly filled prescribed application form is received within the business hours as announced by the Management Company from time to time.</i> (in the event there are closed days, for any reason, following that Business Days, the NAV so determined shall be adjusted for the accrual of income or losses if any for such closed days), Transaction Cost, any <i>Front-End Load</i> not exceeding 5% of the Purchase (Offer) Price (Please refer to Annexure “B” for the current level of load) and such amount as the Management Company may consider appropriate provision for Duties and Charges. The Purchase (Offer) Price so determined shall apply to purchase requests, complete in all respects, received by the Distributor and / or Management Company during the business hours on the Business Day on which the Investment Form has been received.	To bring Offering Document in line with Supp. Trust Deed.
4.10.4	The Redemption Price shall be equal to the sum of the Net Asset Value (NAV) as of the close of the Business Day (in the event there are closed days, for any reason, following that Business Days, the NAV so determined shall be adjusted for the accrual of income or losses if any for such closed days) less Transaction Cost, if any, a Back-End Sales Load (Load) not exceeding 5% of the Redemption Price (Please refer to Annexure “B” for the current level of load) and such amount as the Management Company may consider appropriate provision for Duties and Charges.. The Redemption Price so determined shall	<i>After the Initial Period, the Redemption Price shall be equal to the Net Asset Value as of the close of the Business Day on which completely and correctly filled prescribed Redemption Form is received within the business hours as announced by the Management Company from time to time.</i> (in the event there are closed days, for any reason, following that Business Days, the NAV so determined shall be adjusted for the accrual of income or losses if any for such closed days) less Transaction Cost, if any, a <i>Back-End Load</i> not exceeding 5% of the Redemption Price (Please refer to Annexure	To bring Offering Document in line with Supp. Trust Deed.

	apply to redemption requests, complete in all respects, received by the Distributor and / or Management Company during the business hours on the Business Day on which the Redemption Form has been received. However, the Back-end Load may not be deducted from the NAV for such units that are being converted in another scheme being run by the Management Company.	“B” for the current level of load) and such amount as the Management Company may consider appropriate provision for Duties and Charges. The Redemption Price so determined shall apply to redemption requests, complete in all respects, received by the Distributor and / or Management Company during the business hours on the Business Day on which the Redemption Form has been received. However, the Back-end Load may not be deducted from the NAV for such units that are being converted in another scheme being run by the Management Company.	
4.10.5	The Management Company shall, at such frequencies as may be prescribed in this Offering Document or under the <i>Rules</i> , determine and announce the Net Asset Value based prices of the Units. Under certain circumstances as provided in this Offering Document, the Management Company may suspend the announcement of the prices.	The Management Company shall, at such frequencies as may be prescribed in this Offering Document or under the <i>Rules or Regulations</i> , determine and announce the Net Asset Value based prices of the Units. Under certain circumstances as provided in this Offering Document, the Management Company may suspend the announcement of the prices.	After the promulgation of NBFC Regulations 2008, the word ‘Rule’ where ever appearing in the Trust Deed, if necessary, is replaced by word ‘Rules or Regulations’
4.10.8	New Insertion	<i>The Management Company shall announce the Net Asset Value (NAV) of the Scheme as per Regulations or direction of SECP.</i>	As per Circular 11
4.12	New Insertion	<p>4.12 Transfer, Transmission and Conversion Procedure.</p> <p>a) <i>Unit Holder may, subject to the law, transfer any Units held by them to any other account holder. The transfer shall be carried out after the Transfer Agent has been satisfied that all the requisite formalities including the payment of any taxes and duties have been complied with. A Unit shall be transferable only in its entirety.</i></p> <p>b) <i>Both the transferor and the transferee must sign every instrument of transfer and the transferor shall be deemed to remain the Holder of the Units transferred until the name of the transferee is entered in the register. Every instrument of transfer must be duly completed in all respects including affixation of transfer stamps of the requisite value. Where Certificates have been issued the Trustee may dispense with the production of any Certificates if the Certificates have been lost or destroyed, subject to compliance by the transferor with like requirements to those arising in the case of an application by him for the replacement thereof as provided in this Offering Document or the Trust Deed. The Transfer Agent shall retain all instruments of transfer.</i></p> <p>c) <i>The Transfer Agent shall, with the prior approval of the Management Company be entitled to destroy all instruments of transfer or the copies thereof, as the case may be, which have been registered at any</i></p>	Insertion as per Schedule - VIII

		<p>time after the expiration of twelve years from the date of registration thereof and all the Certificates which have been cancelled at any time after the expiration of six years from the date of cancellation thereof and all registers, statements and other records and documents relating to the Trust at any time after the expiration of six years from transmission to the Trust. The Trustee or the Management Company or the Transfer Agent shall be under no liability, whatsoever, in consequence thereof and it shall conclusively be presumed in favor of the Trustee or the Management Company or the Transfer Agent that every Unit of Transfer so destroyed was a valid and effective instrument duly and properly registered by the Trustee or the Management Company or the Transfer Agent and that every Certificate so destroyed was a valid Certificate duly and properly cancelled, provided that (i) this provision shall apply only to the destruction of a document in good faith and without notice of any claim (regardless of the parties thereto) to which the document may be relevant; (ii) nothing in this sub-clause shall impose upon the Trustee or the Management Company or the Transfer Agent any liability in respect of the destruction of any document earlier than as aforesaid or in any case where the conditions of provision (i) above are not fulfilled. Reference herein to the destruction of any document includes reference to the disposal thereof in any manner.</p> <p>d) <i>Transmission of Units to successors in case of inheritance or distribution of the estate of a deceased Unit Holder shall be processed by the Transfer Agent after satisfying as to all legal requirements. The legal costs and taxes, if any, shall be borne and paid by the transferees. However, the processing fee shall not be payable by successors or the beneficiaries of the estate in the case of transmission. The Management Company shall pay the relevant processing fee to the Transfer Agent.</i></p> <p>e) <i>A Unit Holder may convert the Units in a Unit Trust Scheme managed by the Management Company into Units of another Unit Trust Scheme managed by the Management Company. The Transfer Agent shall carry out the conversion after satisfying that all the requisite formalities have been fulfilled and payment of the applicable taxes, fees and/or load, if any, has been received. The Management Company may impose a time limit before</i></p>	
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		<p><i>which conversion may not be allowed.</i></p> <p>f) <i>A Unit Holder may merge the Units when he/she has invested with two folio/registration numbers and wishes to merge both the Units into one Registration No./Folio No./NAFA Account No. The Transfer Agent shall carry out the merger after satisfying that all the requisite formalities have been completed and payment of applicable taxes and fee, if any, has been received.</i></p>	
5.6	Payment of Dividend All payments for dividend shall be made by transfer of funds to the Unit Holder(s) designated bank account or through any other mode(s) of payment and such payment shall be subject to NBFC <i>Rules</i> (or the charge-holder's designated bank account in case of lien / pledge of Units as the case may be).	Payment of Dividend All payments for dividend shall be made by transfer of funds to the Unit Holder(s) designated bank account or through any other mode(s) of payment and such payment shall be subject to NBFC <i>Rules or Regulations</i> (or the charge-holder's designated bank account in case of lien / pledge of Units as the case may be).	After the promulgation of NBFC Regulations 2008, the word 'Rule' where ever appearing in the Trust Deed, if necessary, is replaced by word 'Rules or Regulations'
5.7	Dispatch of Dividend Warrants/Advice Dividend warrants/advice and or Account Statement as the case may be shall be dispatched to the Unit Holder's or the charge-holder's registered address as per the <i>Rules</i> .	Dispatch of Dividend Warrants/Advice Dividend warrants/advice and or Account Statement as the case may be shall be dispatched to the Unit Holder's or the charge-holder's registered address as per the <i>Rules or Regulations</i> .	After the promulgation of NBFC Regulations 2008, the word 'Rule' where ever appearing in the Trust Deed, if necessary, is replaced by word 'Rules or Regulations'
5.8	Closure of Register The Management Company may close the Register by giving at least fourteen (14) days notice to Unit Holders and for period not exceeding forty-five (45) days in a calendar year. During the period the Register is closed the sale and redemption of units, including transfer applications, will be suspended.	Closure of Register <i>The Register may be closed under intimation to the Trustee for such period as the Management Company may from time to time determine and after giving at least fourteen (14) calendar days notice to Holders, provided that the time period for closure of register for dividend declaration shall not exceed six (6) working days at a time and shall not exceed forty five (45) days in a year.</i>	As per Circular 11
6.2	Fees and Charges Payable by NAFA Cash Fund The following expenses will be borne by the Fund:	Fees and Charges Payable by NAFA Income Opportunity Fund The following expenses will be borne by the Fund:	Change of Fund's Name
6.2.7	Formation Cost estimated at but not exceeding one percent (1%) of the Core Investment (Seed Capital) that will be amortized over a period not exceeding five years.	<i>The Formation Cost shall be reimbursable by the Fund to the Management Company subject to audit of expenses. The said Formation Cost will be amortized by the Fund over a period of not less than five years.</i>	As per Circular 11
6.3	The Management Company and Trustee shall bear all expenditures in respect of their respective secretarial and office space and professional management <i>including all accounting and administrative services</i> provided in accordance with the provisions of the Deed. Neither the Management Company nor the Trustee shall make any charge against the Unit Holders nor against the Fund Property nor against the Distribution Account for their services nor for expenses, except such expenses or fees as are expressly authorized under the provisions of the <i>Rules</i>	The Management Company and Trustee shall bear all expenditures in respect of their respective secretarial and office space and professional management services provided in accordance with the provisions of the Deed. Neither the Management Company nor the Trustee shall make any charge against the Unit Holders nor against the Fund Property nor against the Distribution Account for their services nor for expenses, except such expenses or fees as are expressly authorized under the provisions of the <i>Rules or Regulations</i> and the Deed to be payable out of	After the promulgation of NBFC Regulations 2008, the word 'Rule' where ever appearing in the Trust Deed, if necessary, is replaced by word 'Rules or Regulations'

	and the Deed to be payable out of Fund Property.	Fund Property.	
7.1.1	<p>Liability for Income Tax Under the Tax Law in Pakistan, the definition of a public company includes a Unit Trust whose units are widely available to the public and any other Trust as defined in the Trust Act, 1882. The Fund will be regarded as a public company liable to a tax rate applicable to a public company. The income of the Fund will accordingly be taxed at the following rates:</p> <ul style="list-style-type: none"> Dividend income received from a company shall be taxed at an income tax rate of 5%. Capital gain arising on sale of securities listed on any Stock Exchange(s) in Pakistan is exempt from tax upto tax year 2007. Income from Term Finance Certificates or Corporate Paper(s), Government Securities, return on deposits / certificates of investment/deposit with banks / financial institutions, money market transactions, profit and loss sharing accounts with banks or any other income not mentioned above is taxable at the rate applicable to a public company (as per Income Tax law). <p>Notwithstanding the tax rates given above, the income from the Fund will be exempted from tax if 90% or more of the income for the year as reduced by capital gains whether realized or unrealized is distributed amongst the Unit Holders as dividend. Further under the provisions of Clause 47 (B) of Part (IV) of the Second Schedule to the Income Tax Ordinance 2001 the Fund's income from dividend, profit on debt, brokerage and commission is exempt from withholding tax under relevant provision of Law.</p>	<p>Liability for Income Tax <i>The following is a brief description of the Income Tax Ordinance, 2001, applicable in respect of NCF. This section is for advice only and potential investors should consult their tax experts for their liability with respect to taxation on income from investment in the Fund. This part does not cover tax liability of non-Pakistani resident investors with respect to taxes in their own jurisdiction.</i></p> <p><i>The income of the Fund will be taxed at the following rates:</i></p> <ul style="list-style-type: none"> <i>Dividend income at applicable tax rates.</i> <i>Capital gain arising from sale of securities (i.e. shares of a public company listed on any Stock Exchange(s) in Pakistan, vouchers of Pakistan Telecommunication Corporation, modaraba certificates, an instrument of redeemable capital, and derivative products) is taxable at applicable rates (as per Income tax law) if the holding period of such securities is less than one year.</i> <i>Income from Term Finance Certificates or Corporate Paper(s), Government Securities, return on deposits/Certificates of Investment/deposits with banks/financial institutions, money market transactions, profit and loss sharing accounts with banks etc., is taxable at the rate applicable to a public company (as per Income Tax law). However, income from brokerage and commission is subject to final taxation and the applicable withholding tax will be the final tax on this income.</i> <p><i>Notwithstanding the tax rates given above, the income from the Fund will be exempted from tax if 90% or more of its accounting income for the year as reduced by capital gains whether realized or unrealized, is distributed amongst the Unit Holders. Further under the provisions of Clause 47 (B) of Part (IV) of the Second Schedule to the Income Tax Ordinance 2001, the Fund's income from dividend, profit on debt, brokerage and commission is exempt from respective withholding tax provisions of law.</i></p>	Taxation clause is updated
7.1.2	<p>Zakat The Fund is Sahib-e-Nisab under Zakat and Ushr Ordinance, 1980.</p>	<p>Zakat <i>NCF is Saheb-e-Nisab under the Zakat and Ushr Ordinance, 1980. The balance in the credit of savings bank account, or similar account with a bank standing on the first day of Ramzan-ul-Mubarak will be subjected to Zakat deduction @ 2.5%.</i></p>	Zakat clause is updated
7.2.1	Unit Holders of the Fund will be subject to Income Tax on dividend income (excluding the amount of dividend paid out of capital gains) as under:	Unit Holders of the Fund will be subject to Income Tax @ 10% on dividend income distributed by the Fund (exemption on distribution out of capital gains is limited to	Taxation clause updated

	<ul style="list-style-type: none"> Public Companies & Insurance Companies 5% Others 10% <p>The rate of tax so specified will be the final tax and the payer (Trustee) will be required to withhold the amount of tax at source.</p> <p>Unit Holders who are exempt from income tax may obtain exemption certificate from the Commissioner of Income Tax and provide the same to the Management Company and / or Transfer Agent and on the basis of Exemption Certificate income tax will not be withheld.</p> <p>Every banking company or non-banking finance company shall be chargeable to tax under the head "Income from Business" on the portion of profit on debt, if any, included in Dividend, distributed by NCF, out of its income.</p> <p>In terms of the provisions of the Income Tax Ordinance, 2001, the withholding tax shall be deemed to be full and final liability in respect of such distribution.</p>	<p><i>those funds which are debt or money market funds and they do not invest in shares).</i></p> <p><i>The tax deducted on dividend at the rates specified above will be the final tax (except for companies) and the payer will be required to withhold the amount of tax at source from payment of dividend except payment to the banking companies.</i></p>	
7.2.2	<p>Capital Gains</p> <p>Capital Gains in disposition of Units in the Fund will be subject to capital gains tax at the applicable tax rate. The Units of the Fund will be listed on the Stock Exchange(s). Consequently, subject to such listing, the Capital Gain on disposal of the Units shall be exempt from tax upto Tax Year ending on 30th day of June 2007.</p>	<p><i>Capital gain arising from sale/redemption of units of the Fund (listed on the Stock Exchange(s)) will be subject to tax at the applicable tax rate where such units are held by the unit holder for a period of less than one year. The capital gain of the units held for more than a year will not be taxed.</i></p> <p><i>The Fund shall deduct tax on capital gains at the specified/applicable rates on redemption of units if the holding period of such units is less than one year.</i></p> <p><i>The above stated provisions for taxation of capital gain will not apply to the insurance and banking companies whose capital gains' taxation will be made according the provisions of the Forth Schedule and Seventh Schedule of the Income Tax Ordinance, 2001 respectively.</i></p> <p><i>Unit Holders who are exempt from income tax may obtain exemption certificate from the Commissioner of Income Tax and provide the same to the Management Company and/or Transfer Agent and on the basis of Exemption Certificate income tax will not be withheld.</i></p>	CGT clause updated
7.2.3	<p>Tax Credit</p> <p>Unit Holders other than a company shall be entitled to a tax credit under Section 62 of the Income Tax Ordinance, 2001, on purchase of new Units. The amount on which tax credit will be allowed shall be lower of (a) amount invested in purchase of new Units, (b) 10% of the taxable income of the Unit Holder, and (c) Rupees One hundred fifty thousand, and will be calculated by applying the average rate of</p>	<p>Tax Credit</p> <p>Unit Holders other than a company shall be entitled to a tax credit under Section 62 of the Income Tax Ordinance, 2001, on purchase of new Units. The amount on which tax credit will be allowed shall be lower of (a) amount invested in purchase of new Units, (b) 10% of the taxable income of the Unit Holder, and (c) Rupees Three Hundred Thousand, and will be calculated by applying the average rate of tax</p>	Taxation clause updated

	tax of the Unit Holder for the tax year. If the Units so acquired are disposed within 12 months, the amount of tax payable for the tax year in which the Units are disposed shall be increased by the amount of tax credit.	of the Unit Holder for the tax year. If the Units so acquired are disposed within 12 months, the amount of tax payable for the tax year in which the Units are disposed shall be increased by the amount of tax credit.	
7.3	Dividends The Fund may distribute 90% of the amount available for distribution or any other payout ratio as bonus Units or cash dividends in order to avail Tax Exemption or any other benefits in the interest of the Unit Holder(s).	Dividend <i>The Fund shall distribute 90% or more of its accounting income for the year as reduced by capital gains (whether realized or unrealized) amongst the Unit Holders as Bonus Units and/or cash dividend in order to avail tax exemption in the interest of the Unit Holders(s).</i>	
8.1	Financial Year of NAFA Cash Fund The Accounting Period will commence from the date of registration of the Fund for the first year to June 30, and from July 01 to June 30 for all the following years.	Financial Year of NAFA Income Opportunity Fund The Accounting Period will commence from the date of registration of the Fund for the first year to June 30, and from July 01 to June 30 for all the following years.	Change of Fund's Name
8.2	Financial Reporting The following reports will be sent to the Unit Holders: a) Audited financial statements, together with the auditors report, the report by the Management Company (Director's Report) and the report by the Trustee within four months of the close of each Accounting Period. b) Un-audited financial statements (subject to limited scope review by auditors), together with the report by the Management Company within two months of the close of the second quarter of the Accounting Period, as per the <i>Rules</i> . c) Un-audited financial statements, together with the report by the Management Company within one month of the close of the first and third quarter of each Accounting Period or such period as prescribed by SECP or the <i>Rules</i> . d) The Trustee shall issue a report to the Unit Holders to be included in the annual report, or at such times as directed by the SECP, in accordance with the Law, whether in its opinion, the Management Company has in all material respects managed the Fund Property in accordance with the provisions of the <i>Rules</i> and the Deed and if the Management Company has not done so, the respect in which it has not done so and the steps the Trustee has taken in respect thereof. The regularity of reporting will change if so required by the SECP or under the <i>Rules</i> and the Ordinance.	Financial Reporting The following reports will be sent to the Unit Holders: a) Audited financial statements, together with the auditors report, the report by the Management Company (Director's Report) and the report by the Trustee within four months of the close of each Accounting Period. c) Un-audited financial statements (subject to limited scope review by auditors), together with the report by the Management Company within two months of the close of the second quarter of the Accounting Period, as per the <i>Rules or Regulations</i> . c) Un-audited financial statements, together with the report by the Management Company within one month of the close of the first and third quarter of each Accounting Period or such period as prescribed by SECP or the <i>Rules or Regulations</i> . d) The Trustee shall issue a report to the Unit Holders to be included in the annual report, or at such times as directed by the SECP, in accordance with the Law, whether in its opinion, the Management Company has in all material respects managed the Fund Property in accordance with the provisions of the <i>Rules or Regulations</i> and the Deed and if the Management Company has not done so, the respect in which it has not done so and the steps the Trustee has taken in respect thereof. The regularity of reporting will change if so required by the SECP or under the <i>Rules or Regulations</i> and the Ordinance.	After the promulgation of NBFC Regulations 2008, the word 'Rule' where ever appearing in the Trust Deed, if necessary, is replaced by word 'Rules or Regulations'
9.2 (first point)	A Register of Unit Holders may be maintained by Transfer Agent Department of the Management Company presently having its office at Transfer Agent Department, National Fullerton Asset Management	A Register of Unit Holders may be maintained by Transfer Agent Department of the Management Company presently having its office at Transfer Agent Department, <i>NBP Fullerton Asset Management Limited</i>	AMC's name and address updated

	Limited, Ground Floor, Muhammadi House, I. I. Chundrigar Road, Karachi, or such other company, as the Management Company may appoint after giving prior notice to the Unit Holders.	(formerly <i>National Fullerton Asset Management Limited</i>), 9 th Floor, Adamjee House, I.I. Chundrigar Road, Karachi, or such other company, as the Management Company may appoint after giving prior notice to the Unit Holders.	
10.3	Formation Cost All preliminary and floatation expenses of the Fund including expenses in connection with authorization of the Scheme, execution and registration of the Constitutive Document, issue, legal costs, printing, circulation and publication of the Offering Document, marketing of the Fund and inviting investment therein and all expenses incurred during the period leading up to the Initial Period, shall be borne by the Fund and amortized over a period of not more than five years. Such cost will not exceed one percent (1%) of the Core Investors Investment into the Fund.	Formation Cost <i>All expenses incurred in connection with the incorporation, establishment and registration of the Fund (formation cost) as per Regulations, shall be reimbursable by the Fund to the Management Company subject to audit of expenses. The said formation cost shall be amortized by the Fund over a period of not less than five years or any other period as specified by the Commission. Details of these expenses shall be reported to the Commission and the Trustee in accordance with the requirements specified in the Regulations.</i> <i>Provided such expenses do not exceed one percent (1%) of the Pre-IPO money or five million Rupees (PKR 5,000,000/-), whichever is lower.</i>	As per Circular 11 and Regulation 60(3)(i)
11.1	Offering Document The provisions of the Trust Deed & the <i>Rules</i> govern this Offering Document. This Offering Document sets out the arrangements covering the basis of the Fund Units. It sets forth information about the Fund that a prospective investor should know before investing in any Unit of the Fund. Prospective investors should consult one or more from amongst their legal adviser, stockbroker, bank manager, or other financial adviser.	Offering Document The provisions of the Trust Deed & the <i>Rules or Regulations</i> govern this Offering Document. This Offering Document sets out the arrangements covering the basis of the Fund Units. It sets forth information about the Fund that a prospective investor should know before investing in any Unit of the Fund. Prospective investors should consult one or more from amongst their legal adviser, stockbroker, bank manager, or other financial adviser.	After the promulgation of NBFC Regulations 2008, the word ‘Rule’ where ever appearing in the Trust Deed, if necessary, is replaced by word ‘Rules or Regulations’
12.1 (second para)	National Fullerton Asset Management Limited Ground Floor, Muhammadi House, I.I. Chundrigar Road, Karachi, Pakistan.	NBP Fullerton Asset Management Limited (formerly National Fullerton Asset Management Limited), 9 th Floor, Adamjee House, I.I. Chundrigar Road, Karachi, Pakistan.	AMC’s name and address updated
13	TERMINATION OF NAFA CASH FUND	TERMINATION OF NAFA INCOME OPPORTUNITY FUND	Change of Fund’s Name
14.1	“Accounting Date” means the thirtieth day of June in each year, provided that the Management Company, with the written consent of the Trustee may change such date to any other date and such change shall be intimated to the Commission.	“Accounting Date” means the thirtieth day of June in each year <i>and any interim dates at which the financial statements of the Fund are drawn up</i> , provided that the Management Company, with the written consent of the Trustee may change such date to any other date and such change shall be intimated to the Commission.	Rephrase to align with Supp. Trust Deed
14.2	“Accounting Period” means a period ending on and including an Accounting Date and commencing in case of the first such period on the date of commencement of the Initial Period and in any other case from the <i>end</i> of the preceding Accounting Period.	“Accounting Period” means a period ending on and including an Accounting Date and commencing in case of the first such period on the date of commencement of the Initial Period and in any other case from the <i>next day</i> of the preceding Accounting Period.	Rephrase to align with Supp. Trust Deed
14.4	“Auditor” means the Auditor of the Trust appointed by the Management Company as	“Auditor” means the Auditor of the Trust appointed by the Management Company as	After the promulgation of NBFC Regulations

	per the <i>Rules</i> .	per the <i>Rules or Regulations</i> .	2008, the word 'Rule' where ever appearing in the Trust Deed, if necessary, is replaced by word 'Rules or Regulations'
14.5	<p>NAFA Cash Fund is a money Market Fund and its "Authorized Investments" include all transacted, issued, traded, listed and unlisted investments, inside or outside Pakistan and primarily include the following:</p> <ul style="list-style-type: none"> • Government of Pakistan Investment Bonds, Federal Investment Bonds, Treasury Bills and other Government Securities; • Debentures and Certificates of Musharika (COM); • Long, medium and short term bank deposits with banks or financial institutions including deposit in currencies other than the Pakistani Rupee; • Units in any other collective money market investment scheme; • Secured and unsecured, listed or privately placed debt securities issued by local governments, government agencies, statutory bodies, private and or public sector entities and/or financial institutions having a minimum investment grade rating. If the entity issuing the debt securities is not rated then the instrument would have a minimum investment grade rating by a credit rating agency registered with the Commission; • Convertible debt securities issued by corporates/financial institutions. In case NAFA Cash Fund is required to convert the debt securities into shares, it would offload the shares within a period of three months of the shares being issued; • Convertible and Non-Convertible preferred shares. In case NAFA Cash Fund is required to convert the preference shares into ordinary shares it would offload the ordinary shares within a period of three months of the ordinary shares being issued; • Certificates of Investment/Deposits issued by financial institutions having a minimum investment grade rating by a credit rating agency registered with the Commission; • Asset Backed and Mortgage Backed Debt Securities; • Repurchase transactions (REPOs) and reverse REPOs against securities; • Commercial Papers and any other money market debt security that may or may not be listed on the Stock Exchange but does not include bearer security or any other security that would involve assumption of unlimited liability; 	<p><i>Authorized Investments means and include:</i></p> <p><i>NAFA Income Opportunity Fund is an Income Fund and its "Authorized Investments" include all transacted, issued, traded, listed and unlisted investments, inside or outside Pakistan and primarily include the following:</i></p> <ul style="list-style-type: none"> • <i>Government of Pakistan Investment Bonds, Treasury Bills and other Government Securities</i> • <i>Debentures and Certificates of Musharika (COMs)</i> • <i>Cash and near cash instruments which include cash in bank account (excluding TDRs), treasury bills not exceeding 90 days maturity</i> • <i>Term Deposits Receipts</i> • <i>Secured and Unsecured, listed or privately placed debt securities issued by local governments, government agencies, statutory bodies, private and or public sector entities and/or financial institution</i> • <i>Convertible debt securities (into equity) issued by corporates/financial institutions. As per Regulations to be regularised within three months from the date of conversion.</i> • <i>Certificates of Investment/Deposits, issued by financial institutions</i> • <i>Asset Backed and Mortgage Backed Debt Securities</i> • <i>Reverse REPOs against securities;</i> • <i>Commercial Papers and any other money market debt security that may or may not be listed on the Stock Exchange</i> • <i>Continuous Funding System (CFS), Spread Transactions and their replacement. Warrants, Options, derivatives subject to the prior approval of SECP. Investment in this asset class would be for hedging purposes only and subject to such terms and conditions as approved by the Commission from time to time</i> • <i>Subject to SECP or other regulatory approvals, the Scheme may invest in foreign fixed income securities issued, listed or otherwise and traded outside Pakistan on such terms, guidelines and direction as may be issued by SECP and the State Bank of Pakistan from time to time and any other laws applicable.</i> • <i>Any investment, which has been authorized by the commission.</i> 	As per Circular 7 and to align with Supp. Trust Deed

	<ul style="list-style-type: none"> • Continuous Funding System (CFS); Investment in CFS shall be restricted upto a maximum of 50% of Net Assets of the Fund, with not more than 20% of CFS amount in any one scrip at the time of investment; • Spread Transactions. NAFA Cash Fund will enter into transactions aimed at earning a spread in the price of securities resulting from the timing difference between ready and future settlements. NAFA Cash Fund will buy in the ready settlement market and sell in future settlement market. Both the transactions will be carried out simultaneously so as to avoid any risk emanating from the movement in the prices of underlying securities; • Warrants, Options, derivatives subject to the prior approval of SECP. Investment in this asset class would be for hedging purposes only and subject to such terms and conditions as approved by the Commission from time to time; and <p>Subject to SECP or other regulatory approvals, the Scheme may seek to invest in Foreign fixed income securities issued, listed or otherwise and traded outside Pakistan on such terms, guidelines and direction as may be issued by SECP and the State Bank of Pakistan from time to time.</p>		
14.6	<p>“Back-end Load” means a processing charge not exceeding 5% (or such other percentage as may be mutually agreed between the Trustee and the Management Company in writing) of the Net Asset Value, deducted from the Net Asset Value in determining the Redemption Price.</p>	<p><i>Back-end Load” means processing charge deductible from the Net Asset Value of the Unit to determine the Redemption Price. Such load, not exceeding five percent (5%) of the Net Asset Value, shall be determined by the Management Company from time to time and disclosed in the Offering Document. Any such charges shall be treated as part of the Deposited Property. Provided however that different levels of Back-end Load may be applied to different classes of units.</i></p>	Rephrase to align with Supp. Trust Deed
14.9	<p>“Business Day” means a day on which offices of the Management Company are open for business in Pakistan.</p>	<p><i>“Business Day” means a day on which banks are open for business in Pakistan.</i></p>	Rephrase
14.11	<p>“Connected Person” shall have the same meaning as assigned in the Rules.</p>	<p>“Connected Person” shall have the same meaning as assigned in the <i>Rules or Regulations</i>.</p>	After the promulgation of NBFC Regulations 2008, the word ‘Rule’ where ever appearing in the Trust Deed, if necessary, is replaced by word ‘Rules or Regulations’
14.13	<p>“Contingent Load” means Sales Load payable not exceeding 5% of the Net Asset Value, if Units are redeemed by any major Unit Holder in such period of time that the Management Company believes, may adversely affect the interest of other Unit Holders. Any Contingent Load received will form part of the Trust Property.</p>	<p><i>“Contingent Load” or “Deferred Sales Load” means processing charges deductible from the Net Asset Value of the Unit to determine the Redemption Price in case of redemption of Units within a certain period of time or at a decreasing rate for every period the Units are held and shall be charged to Unit Holders in instances where no Front-end load is</i></p>	Rephrase to align with Supp. Trust Deed

		<i>charged. Such charges shall not exceed five percent (5%) of the Net Asset Value and shall be determined by the Management Company from time to time and disclosed in the Offering Document. Any such charges shall be payable to the Management Company and/or its Distributors, as the case may be.</i>	
14.17	“Custodian” means a Bank(s) or Central Depository Company or any other Depository Company which may be appointed by the Trustee with the approval of the Management Company to hold and protect the Trust Property or any part thereof as custodian on behalf of the Trustee; and/or (b) the Trustee, with the approval of the Management Company, to hold and protect the Trust Property or any part thereof as custodian.	<i>“Custodian” shall have same meaning as in the Rules or Regulations as amended or substitute from time to time</i>	Rephrase to align with Supp. Trust Deed
14.20	“Distributor / Distribution Company” means a Company(ies) or firm or a Bank or any other Financial Institution appointed by the Management Company in consultation with the Trustee for performing any or all off the Distribution Functions and shall also include the Management Company itself, if it performs the Distribution Function.	<i>Distributor / Distribution Company” means a an individual(s) or a Company(s) or Firm or a Bank or Central Depository Company or any other Financial Institution appointed by the Management Company under intimation to Trustee for performing any or all off the Distribution Functions and shall also include the Management Company itself, if it performs the Distribution Function.</i>	Rephrase to align with Supp. Trust Deed
14.21	“Distribution Function” mean the functions with regard to: a) Receiving applications for issue of Units together with the aggregate Offer Price for Units applied for by the applicants; b) Issuing receipts in respect of (a) above; c) Interfacing with and providing services to the Unit Holders including receiving Redemption/transfer applications, conversion notices and applications for change of address or issue of duplicate Certificates for immediate transmission to the Management Company or the Transfer Agent as appropriate; d) Accounting to the Trustee for all: (i) moneys received from the applicants for issuance of Units; (ii) payments made to the Holders on redemption of Units; and (iii) expenses incurred in relation to the Distribution Function; e) The above functions may be performed electronically, if appropriate systems are in place.	<i>Distribution Function” mean the functions with regard to: a. receiving applications for issue of Units together with the aggregate Offer Price for Units applied for by the applicants; b. interfacing with and providing services to the Holders including receiving redemption/transfer applications, conversion notices and applications for change of address or issue of duplicate Certificates for immediate transmission to the Management Company or the Transfer Agent as appropriate; c. accounting to the Management Company for all: (i) payment instrument received from the applicants for issuance of Units; (ii) payments instrument delivered to the Holders on redemption of Units; and (iii) expenses incurred in relation to the Distribution Function. d. the above functions may be performed electronically, if appropriate systems are in place.</i>	Rephrase to align with Supp. Trust Deed
14.25	“Front-end Load” means the sales and processing charge or commission (excluding Duties and Charges) not exceeding 5% or such other percentage (as may mutually be agreed upon between the Trustee and the Management Company in writing) of the Net Asset Value which may be included in the Offer Price of the Units; provided however that different levels of Front-end Load may be applied to different investors, as may be mutually agreed between the Trustee and the Management Company.	<i>“Front-end Load” means the sales and processing charges (excluding Duties and Charges) that is received by the Management Company and/ or its Distributors that may be included in the Initial Price or Offer Price of the Units not exceeding five percent (5%) of the Par Value or Net Asset Value, whichever is applicable. The details of Front-end Load applicable to the Offer Price shall be specified in the Offering Document. Provided however that different levels of Front-end Load may be applied to different investors.</i>	Rephrase to align with Supp. Trust Deed

14.31	“Investment Facilitators / Advisors /Sales Agents” means an individual, firm, corporate or other entity appointed by the Management Company to identify, solicit and assist investors in investing in the Scheme. The Management Company shall compensate the Investment Facilitators/Sales Agents out of the Sales Load collected by it in the Offer Price and /or Management Fee.	“Investment Facilitators / Advisors / Sales Agents” means an individual, firm, corporate or other entity appointed by the Management Company to identify, solicit and assist investors in investing in the Scheme. The Management Company shall compensate the Investment Facilitators/Sales Agents out of the <i>Front-end Load</i> collected by it in the Offer Price and /or Management Fee.	The word ‘ <i>Sales Load</i> ’ is replaced with the word ‘ <i>Front-end Load</i> ’.
14.33	“Net Assets” means the excess of assets over liabilities of the Fund, such excess being computed in the manner as specified under the NBFC <i>Rules</i> .	“Net Assets” means the excess of assets over liabilities of the Fund, such excess being computed in the manner as specified under the NBFC <i>Rules or Regulations</i> .	After the promulgation of NBFC Regulations 2008, the word ‘Rule’ where ever appearing in the Trust Deed, if necessary, is replaced by word ‘Rules or Regulations’
14.36	“Offering Document” means the prospectus, advertisement or other document (approved by the Commission) which contains the investments and distribution policy, unit structure(s) and all other information in respect of the Unit Trust, as required by the <i>Rules</i> and is circulated to invite offers by the public to invest in the Scheme.	“Offering Document” means the prospectus, advertisement or other document (approved by the Commission) which contains the investments and distribution policy, unit structure(s) and all other information in respect of the Unit Trust, as required by the <i>Rules or Regulations</i> and is circulated to invite offers by the public to invest in the Scheme.	After the promulgation of NBFC Regulations 2008, the word ‘Rule’ where ever appearing in the Trust Deed, if necessary, is replaced by word ‘Rules or Regulations’
14.43	“Register” means the Register of the Unit Holders kept pursuant to the <i>Rules</i> and the Trust Deed.	“Register” means the Register of the Unit Holders kept pursuant to the <i>Rules or Regulations</i> and the Trust Deed.	After the promulgation of NBFC Regulations 2008, the word ‘Rule’ where ever appearing in the Trust Deed, if necessary, is replaced by word ‘Rules or Regulations’
14.56	“Trust Property” shall consist of: i. The aggregate proceeds of all Units issued from time to time after deducting the sum of: (a) Duties and Charges; and (b) applicable Sales Load; ii. All Investment and all income, profit (including accrued profits) and other benefits arising there from and all cash and other assets movable or immovable and property of every description (including present and future actionable claims) for the time being held or deemed to be held upon trust by the Trustee for the benefit of the Holders pursuant to this Trust Deed; and iii. Amounts standing to the credit of the Redemption Account, including profits accruing therein, until, from time to time, such amounts (or part thereof) are actually paid to Holders upon receipt of a request by such Holders to redeem their Units in accordance with the provisions of this Trust Deed, it being clarified that Trust Property does not include any amount standing to the credit of the Distribution Account.	“Trust Property” means the aggregate proceeds of the sale of all Units after deducting therefrom or providing thereout any applicable Front-end Load and Duties and Charges and transaction costs and any other expenses chargeable to the Fund and after adding thereto any Back-end Load as specified in the Offering Document; and includes the Investment and all income, profit and other benefits arising therefrom and all cash, bank balances and other assets and property of every description for the time being held or deemed to be held upon trust by the Trustee for the benefit of the Holders pursuant to this Deed but does not include any amount standing to the credit of the Distribution Account subject to Clause 3.10.1.7	Rephrase to align with Supp. Trust Deed
14.57	“Trust” or “Unit Trust” or “Fund” or “NAFA Cash Fund” or “Scheme” means the Unit Trust constituted by the Trust Deed for continuous offers for sale of Units.	“Trust” or “Unit Trust” or “Fund” or “NAFA Income Opportunity Fund” or “NIOF” or “Scheme” means the Unit Trust constituted by the Trust Deed for continuous	Change of Fund’s Name

		offers for sale of Units.	
14.59	New Insertion	<i>“Regulations” mean the Non-Banking Finance Companies and Notified Entities Regulations, 2008 and the Schedules and Forms attached to it, as amended or substituted from time to time. In the Trust Deed any reference to Rules (as defined in Clause 35.52) shall be deemed to include a reference to these Regulations.</i>	Rephrase to align with Supp. Trust Deed
14.60	New Insertion	<i>“Supplemental Deed” means a deed supplemental to this Deed, executed by the Management Company and the Trustee, after seeking approval of the SECP, to modify, add to, alter and amend or amend and restate the provisions of this Deed or any other Supplemental Deed in such manner and to such extent as may be considered expedient for all purposes, which shall be consolidated, read and construed together with this Deed.</i>	Rephrase to align with Supp. Trust Deed
14.61	New Insertion	<i>“Supplementary Offering Document” means a document issued to modify, add to, alter and amend, amend and restate or to make any other amendment to the Offering Document in such manner and to such extent as considered expedient for all purposes by the Management Company, with the consent of the Trustee, after seeking approval of the SECP, and the same shall be consolidated, read and construed together with the Offering Document.</i>	Rephrase to align with Supp. Trust Deed
14.62	New Insertion	<i>“Zakat” has the same meaning as in Zakat and Ushr Ordinance (XVIII of 1980), 1980.</i>	Rephrase to align with Supp. Trust Deed



SECURITIES AND EXCHANGE COMMISSION OF PAKISTAN
SPECIALIZED COMPANIES DIVISION
NBFC DEPARTMENT

No. NBFC/MF/JD-VS/NIOF/ ⁸⁹³ /2010

December 14, 2010

Mr. Hussain A. Naqvi
Chief Operating Officer
National Fullerton Asset Management Ltd.
9th Floor, Adamjee House
I.I. Chundrigar Road
Karachi-74000

Subject: Approval for Supplemental Offering Document of NAFA Income Opportunity Fund

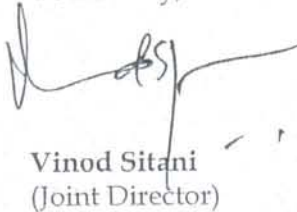
Dear Sir,

Please refer to your email dated November 25, 2010 wherein you have sought approval for amendments in the Offering Document of NAFA Income Opportunity Fund (the Fund).

In this regard, I am directed to inform you that your proposal for amendments has been acceded to by the Securities and Exchange Commission of Pakistan.

Further, you are advised to inform/notify the unit holders of the Fund regarding the proposed amendments in the offering document as per provision of the said document.

Yours truly,



Vinod Sitani
(Joint Director)

Cc. Mr. Atiqur Rehman
Head of Trustee & Custodial Operations
CDC Pakistan Limited