

MOHAMMAD UMER STAMP VENDOR  
Lit. No. 22, Shop No. 114, New Kutby Centre  
Talpur Road, Beaton Market, Karachi

127871 15 APR 2011  
Issued to with Address .....  
Through with Address ..... N.A.F.  
Purpose .....  
Value .....  
Stamp .....  
(NOT USE FOR FREE RISK & DIVORCE PURPOSE)

No. 124  
Sub-Registrar-II  
Saddar Town, Karachi



**SECOND SUPPLEMENTAL TRUST DEED**  
**OF**  
**NAFA ISLAMIC AGGRESSIVE INCOME FUND**  
**(FORMERLY; NAFA ISLAMIC INCOME FUND)**

This Second Supplemental Trust Deed is made and entered into at Karachi on this 04<sup>th</sup> day of May, 2011 by and between:

**NBP Fullerton Asset Management Limited (Formerly; National Fullerton Asset Management Limited)**, a public limited company, incorporated under the Companies Ordinance, 1984, having its principle place of business at 9<sup>th</sup> Floor Adamjee House, I.I. Chundrigar Road, Karachi (hereinafter called the "Management Company", which expression where the context so permits, shall include its successors in interest and assigns) of the One Part.

**Central Depository Company of Pakistan Limited**, an unlisted public limited company incorporated under the Companies Ordinance, 1984, registered to act as a central depository company under the Central Depository Companies (Establishment and Regulation) Rules, 1996, having its registered office at CDC House, 99-B, Block "B", SMCHS, Main Shakra-e-Faisal, Karachi (hereinafter called the "Trustee" which expression, where the context so permits, shall include its successors in interest and assigns) of the other part.

**WITNESSETH**

**WHEREAS** the Management Company and the Trustee executed a Trust Deed dated August 20, 2007, to constitute *NAFA ISLAMIC INCOME FUND*, which Trust Deed was registered with the Sub-Registrar-II, Saddar Town, Karachi, under registration number No. 870 of Book No.IV dated 20-08-2007 and M.F. Roll No. U-67932/4520 of the Photo Registrar, Karachi dated 24-08-2007 (the "Trust Deed")

**AND WHEREAS**, the Trust Deed dated August 20, 2007 was amended by mutual consent of both the Management Company and the Trustee vide First Supplemental Trust Deed

*[Handwritten signatures of the Management Company, Trustee, and witnesses]*

No. 124  
Sub-Registrar-II  
Saddar Town, Karachi

dated September 07, 2010 registered with the Sub-Registrar-II, Saddar Town, Karachi, under registration No. 149 of Book No. IV dated 07-09-2010 of the Sub-Registrar-II, Saddar Town, Karachi and M.F. Roll No. U-54847/6657 of the Photo Registrar, Karachi dated 27-09-2010

**AND WHEREAS**, the Securities and Exchange Commission of Pakistan (the SECP) had approved the amendments contained in the First Supplemental Trust Deed vide letter No. NBFC/RS/JD-VS/NAFA/NIAIF/656/2010 dated August 17, 2010.

**AND WHEREAS**, the Management Company and the Trustee have agreed to further amend certain Clauses of the Trust Deed so as to bring it in conformity with the Non-Banking Companies and Notified Entities Regulations ("NBFC Regulations") and to comply with certain directives issued by the SECP.

**AND WHEREAS**, the SECP vide its letter No. NBFC/RS/JD-VS/NIAIF/133/2011, dated March 17, 2011 (copy attached) has approved the amendments to the Trust Deed, in terms hereof.

NOW, THEREFORE, the parties hereto agree and declare as under:

1. **Amendment of sub-clause 5.C.9:**

Sub-clause 5.C.9 of First Supplemental Trust Deed is hereby replaced in its entirety by the following:

*"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) may be used for the purpose of collection of sale proceeds, 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). Such account(s) may also be used for temporary parking for the purpose of redemption. 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."*

With the above amendment, sub-clause 5.C.9 now reads as follows:—

5.C.9 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) may be used for the purpose of collection of sale proceeds, 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). Such account(s) may also be used for temporary parking for the purpose of redemption. 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.

2. **Insertion of sub-clause 11.2.6:**

After the sub-clause 11.2.5 of the Trust Deed, following sub-clause 11.2.6 is inserted:

"The Management Company may also distribute an amount, through cash dividend, bonus, combination of both or in any other form acceptable to the Commission, monthly, quarterly and/or for an interim periods. The Board of Directors of the Management Company may delegate the powers for declaring monthly, quarterly or interim dividend of the Fund to the Chief Executive Officer, provided that all other provisions of the NBFC Rules, NBFC & NE Regulations and Constitutive Documents of the Fund are complied with. However, the declaration of final dividend shall only be made by and with the approval of the Board of Directors."

With the above amendment, sub-clause 11.2.6 now reads as follows:—

11.2.6 The Management Company may also distribute an amount, through cash dividend, bonus, combination of both or in any other form acceptable to the Commission, monthly, quarterly and/or for an interim periods. The Board of Directors of the Management Company may delegate the powers for declaring monthly, quarterly or interim dividend of the Fund to the Chief Executive Officer, provided that all other provisions of the NBFC Rules, NBFC & NE Regulations and Constitutive Documents of the Fund are complied with. However, the declaration of final dividend shall only be made by and with the approval of the Board of Directors.

3. **Amendment of sub-clause 25.9:**

Sub-clause 25.9 of First Supplemental Trust Deed is hereby replaced in its entirety by the following text:

"The Register may be closed with intimation to the Trustee for such period as the Management Company of the Fund may from time to time determine and after giving prior notice to Unit-Holders, provided that it is not closed for more than six working days at a time and forty five days in any calendar year. During the closure period, application for sales, redemptions or transfers will not be received."

With the above amendment, sub-clause 25.9 now reads as follows:—

25.9 The Register may be closed with intimation to the Trustee for such period as the Management Company of the Fund may from time to time determine and after giving prior notice to Unit-Holders, provided that it is not closed for more than six working days at a time and forty five days in any calendar year. During the closure period, application for sales, redemptions or transfers will not be received.

4. **Amendment of sub-clause 34.16:**

Sub-clause 34.16 of First Supplemental Trust Deed is hereby replaced in its entirety by the following text:

"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 Holder(s). Any Contingent Load received will form part of the Trust Property.

With the above amendment, sub-clause 34.16 now reads as follows:—

34.16 "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 Holder(s). Any Contingent Load received will form part of the Trust Property.

*[Handwritten signatures and initials]*

5. **Amendment of sub-clause 34.21:**

In sub-clause 34.21 of First Supplemental Trust Deeds, in first line, the word 'Friday' is hereby replaced by the word 'Saturday'.

With the above amendment, sub-clause 35.21 now reads as follows:—

35.21 "Dealing Day" means every Business Day from Monday to Saturday of every week on which Banks are open for business in Pakistan. Units will be available for dealing (purchase, redemption, transfer, switching etc.) on dealing days. Provided that the Management Company may with the prior written consent of the Trustee and upon giving not less than seven days notice in two widely circulated English or Urdu newspapers in Pakistan declare any particular Business Day(s) not to be a Dealing Day(s).

*Al W...*

*Munir...*

*Munir...*



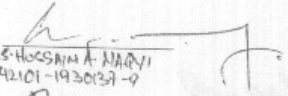
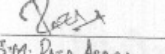
All the other contents of the Trust Deed remain unchanged and the Trust Deed shall continue to remain in full force and effect, amended as above.

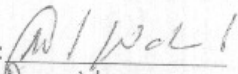
The Trustee and the Management Company hereby certify that in their opinion, the above amendments are required to enable the provisions of the Trust Deed to be more conveniently and economically managed and that the same shall not prejudice the interests of the Unit Holders or any of them, or alter the fundamental objects of the Trust or any of them, or operate to release the Trustee or the Management Company from any responsibility to the Unit Holders.

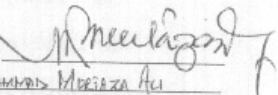
IN WITNESS WHEREOF, this Second Supplemental Trust Deed has been executed on the day and year first written above.

The Common Seal of NBP Fullerton Asset Management Limited (Formerly; National Fullerton Asset Management Limited) has hereunto been fixed in the presence of:


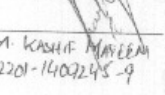
Witnesses:

- 1.   
SHOUSHAN A. NARYI  
42101-1930137-9
- 2.   
SAM. EKAN ABBAS  
42000-0874611-5

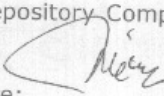
- 1. Signature:   
Name: Dr. Farooq Wahid  
Designation: CEO  
CNIC No. 37405-6313954-9

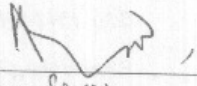
- 2. Signature:   
Name: MUHAMMAD MUBEENA ALI  
Designation: COO / CO. SECRETARY  
CNIC No. 42301-1002708-9

Witnesses:

- 1.   
ASADULLAH KHAN  
42001-0350248-5
- 2.   
M. KASHIF MAJEED  
42201-1400245-9

For Central Depository Company of Pakistan Limited:

- 1. Signature:   
Name: Atiq ur Rehman  
Designation: HEAD OF TRUSTEE - UNIT I  
CNIC No. 42501-9253203-1

- 2. Signature:   
Name: ABDUL SAMAD  
Designation: HEAD OF TRUSTEE - UNIT II  
CNIC No. 42101-1818807-7



Abdul Samad

S/o. / W/o. / D/o.

Abdul Rasheed

Executing Party Occupation

Head of Trustee-II

Muslim Adults Years

Ed W. D. 2 Member Gilany Block of ...

Search made in the records of this office

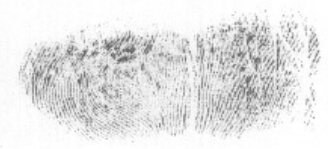
921011818807-2



Handwritten signature and scribbles.

M.F. Roll No: U-32306  
 7075  
 Photo-Registrar, Karachi  
 Date: 10.05.2011

Handwritten signature: Muhammad ...



Handwritten signature: Ali ...

Handwritten signature: ...

Handwritten signature: Muhammad Shabir Asif ...

Registration No: 124  
 Book: ...  
 Date: 4.5.2011  
 Sub: ...  
 Saddar Town, Karachi



States that he personally knows the above executant and identifies

Date: 04 MAY 2011

Sub: ...  
 Saddar Town, Karachi



حکومت پاکستان  
قومی شناختی کارڈ  
42101-1818807-7

نام: عبدالمصطفیٰ  
جنس: مرد  
ولد کا نام: محمد ارشد  
شناختی طاقت: کوئی نہیں

تاریخ پیدائش: 05/03/1969

علی ارشد حکیم

دستخط کارڈ

دستخط مسٹر جنرل



شناختی نمبر: 42101-1818807-7  
تاریخ پیدائش: 07/08/1969  
کراچی و سٹی

شناختی نمبر: 42101-1818807-7  
تاریخ پیدائش: 07/08/1969  
کراچی و سٹی

تاریخ پیدائش: 01/10/2009  
تاریخ رجسٹریشن: 31/08/2019



50298017539



حکومت پاکستان  
قومی شناختی کارڈ  
42501-9253203-1

نام: شعیب الرحمن  
جنس: مرد  
ولد کا نام: ابوالمعین قراد

علی ارشد حکیم  
تاریخ پیدائش: 02/06/1969

دستخط مسٹر جنرل

R. No 124  
Joint Registrar  
Kraich, Karachi



شناختی نمبر: 42501-9253203-1  
تاریخ پیدائش: 05/08/2009  
کراچی و سٹی

تاریخ پیدائش: 05/08/2009  
تاریخ رجسٹریشن: 31/07/2019



50298017539



حکومت پاکستان  
قومی شناختی کارڈ  
37405-6313954-9

نام: محمد سعید  
جنس: مرد  
ولد کا نام: محمد سعید

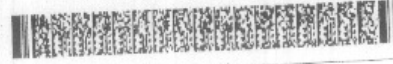
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تاریخ پیدائش: 05/06/1959

دستخط کارڈ



شناختی نمبر: 42301-1002708-9  
تاریخ پیدائش: 03/07/2004  
کراچی و سٹی

تاریخ پیدائش: 03/07/2004  
تاریخ رجسٹریشن: 30/09/2019



2738941548



حکومت پاکستان  
قومی شناختی کارڈ  
42301-1002708-9

نام: سلیم حسین  
جنس: مرد  
ولد کا نام: محمد سعید

علی ارشد حکیم  
تاریخ پیدائش: 11/11/1972

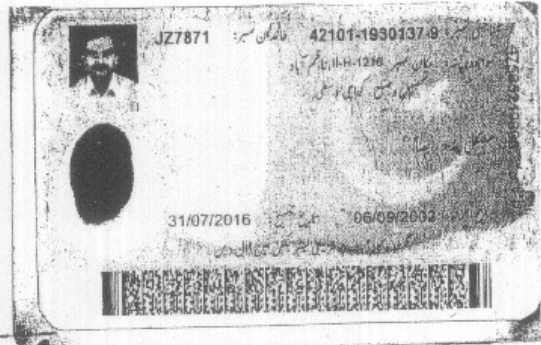
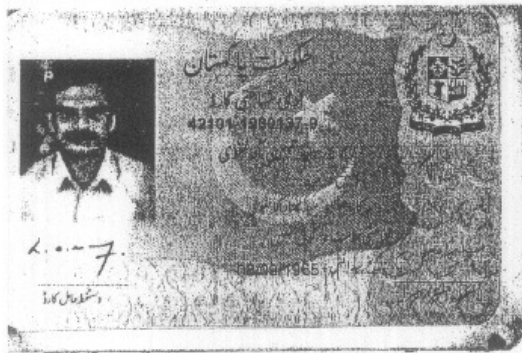
دستخط کارڈ



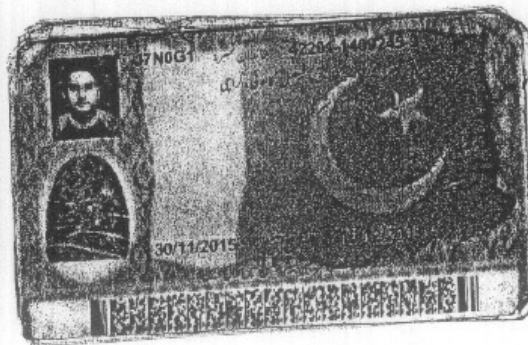
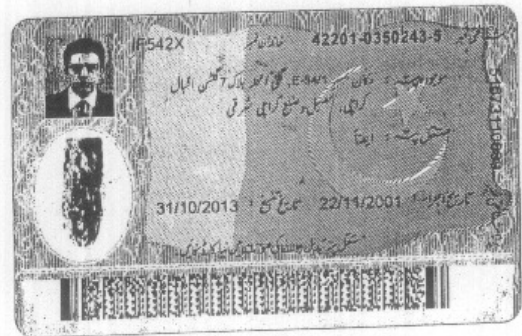
شناختی نمبر: 42301-1002708-9  
تاریخ پیدائش: 03/07/2004  
کراچی و سٹی

تاریخ پیدائش: 03/07/2004  
تاریخ رجسٹریشن: 30/06/2013





Registrar-1  
Town, Karachi







SECURITIES AND EXCHANGE COMMISSION OF PAKISTAN  
SPECIALIZED COMPANIES DIVISION  
NBFC DEPARTMENT

No.NBFC/RS/JD-VS/NIAIF//332011

March 17, 2011

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

124  
Karachi-11  
Karachi

**Subject: Supplemental Trust Deed of NAFA Islamic Aggressive Income Fund**

Dear Sir,

Please refer to your letter dated March 03, 2011 regarding the captioned subject.

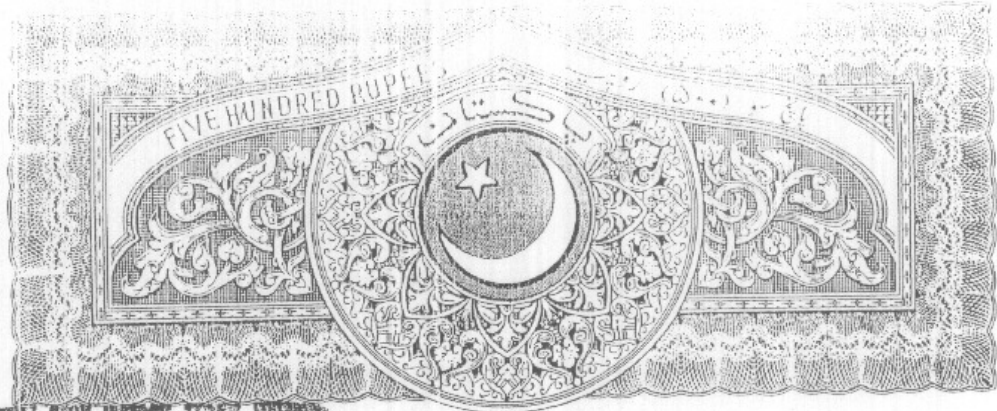
In this regard, I am directed to inform you that the amendments proposed by NBP Fullerton Asset Management Limited in the Supplemental Trust Deed of NAFA Islamic Aggressive Income Fund have been acceded to by the Securities and Exchange Commission of Pakistan.

Further, you are advised to inform/notify the unit holders regarding the proposed amendments in the trust deed as per provision of the said documents.

Yours truly,

**Vinod Sitani**  
(Joint Director)

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



Handwritten text and numbers: 23963

28 SEP 2005

Handwritten signature and text: Harder ... C/o 124

Sub-Registrar-II  
Tawa, Karachi



GENERAL POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS that we, the authorized Directors of National Fullerton Asset Management Limited, a company incorporated in Pakistan under the Companies Ordinance, 1984 and having its registered office at Mohammadi House (c/o NDLC-JFIC Bank Bank Limited), I.I. Chundrigar Road, Karachi, Pakistan (the "Company"), pursuant to the Articles of Association of the Company and resolution dated September 13, 2005 passed by the Board of Directors of the Company, have appointed Dr. Amjad Waheed, Chief Executive of the Company, to be the true and lawful attorney (the "Attorney") of the Company, in the name of the Company and on its behalf to do the following acts, deeds and things:

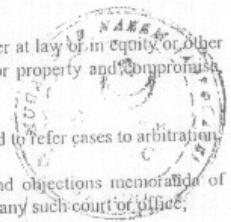
1. to appear before any authority to represent the Company, to appear in public meetings or elections or official assemblages and vote for and elect any person or persons and take part in deliberations in the name and on behalf of the Company;
  2. to use, sign and attest the name and style of the Company in any transactions, deed, document of title on all such occasions as may be necessary or expedient for conducting the business of the Company or for the due and proper management of the lands and buildings leased or purchased or to be leased or purchased by the Company;
- to transact, manage and carry on the business of the Company and do all matters and things requisite and necessary or in any manner connected with or having reference to the administration, control and operation of the business and affairs of the Company;
- to manage the business affairs, investments, securities and property of the Company;
- to engage, employ, retain, dismiss, terminate or disperse with the services of personnel, agents, contractors, legal and technical advisers and other professionals and to insure against liability to such personnel or persons acting under any statute or otherwise;
- to take all such measures as may be necessary for ensuring the safety of the personnel of the Company, contractors and third parties;
- to insure the moveable and immovable assets of the Company;
8. to appear and act in all courts, civil, revenue or criminal, whether original or appellate in the offices of the District Registrar and Sub-Registrar of Deeds and Assurances for registration of documents

Certified True Copy Muhammad Murtaza Ali CFO/Company Secretary NBP FULLERTON ASSET MANAGEMENT LTD. (Formerly National Fullerton Asset Management Ltd.)
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Handwritten initials and signature at the bottom right.

and in any other office of the Federal, Provincial and Local Government, including without prejudice to the generality of the foregoing, any Union Council, District Council, Cantonment Board, Municipal Corporation or Notified Area and Co-operative Society, Development Authority, City District Government, Capital Development Authority, Islamabad, City Deputy Collector's Office, Securities and Exchange Commission of Pakistan, Controller of Capital Issues, State Bank of Pakistan, Collector of Customs, Excise & Taxation Offices and the Chief Controller of Imports and Exports in all matters concerning the business, affairs or property of the Company;

9. to present deeds and documents for registration, to execute and to admit execution thereof, to receive consideration and to do such further and other acts as may be necessary for the due and proper registration of any document for and on behalf of the Company;
10. to commence, institute, prosecute and defend any action or suit whether at law or in equity or other proceedings necessary to protect the Company's interests, business or property and to compromise, settle or enforce the same whether by arbitration or otherwise;
11. to compromise, compound or withdraw cases, to confess judgments and to refer cases to arbitration;
12. to sign and verify plaints, written statements, petitions of claims and objections memoranda of appeal and all kinds of applications and all other forms of pleadings in any such court of office;
13. to accept service of any summons, notice or writ issued by any court of jurisdiction to the Company or to us on behalf of the Company;
14. to apply to any court or officer for copies of records and documents or for certified copies of any decree, order or judgement and to obtain such copies;
15. to apply for inspection of and to inspect judicial records and the documents and records in any public office and to obtain copies of such documents and records;
16. to file and receive back documents, to deposit and withdraw money and to grant receipts therefor;
17. to obtain refund of stamp, refund of stamp duty or repayment of court fees;
18. to appoint and remunerate any barrister, solicitor, advocate, vakil, pleader, mukhtar, revenue agent or any legal practitioner or any accountants, valuers, surveyors and estate agents;
19. to make and sign applications to appropriate government departments, local authorities or other competent authority for all and any licenses, permissions and consents required by any order, statutory instrument, regulation, byelaw or otherwise in connection with the business, management and affairs of the Company;
20. to execute all bonds, deeds and documents and give such security as may be required now or at any future time by the Government of Pakistan or by any person, corporate body, company or firm to enable the Company to carry on its business;
21. to apply or subscribe for, buy, sell, negotiate, transfer, endorse, receive or deliver Government Promissory Notes, Government Securities and such other documents and things of a like nature as may be necessary or proper for carrying on the business of the Company and to do all or any acts and things which may be necessary or expedient in connection therewith;
22. to ask, demand, use, recover and receive all rents, interest, debts, moneys, effects, produce, profits, securities, goods, deeds, documents of title, chattels and things which are or may hereafter be due or deliverable to the Company or relate to any of the properties belonging to the Company or on any account whatsoever (expressly including any sum or sums of money which now is or are or may at any time hereafter be payable for or on account of principal, interest or dividend by the Government of Pakistan or by any person, corporate body, company or firm, to the Company as the holder of any securities, debentures and shares or on account of any such securities, debentures and shares being cancelled or paid off or on any other account whatsoever) and to sign and give effectual receipts, acquittances and discharges for the same or any part or portion thereof;

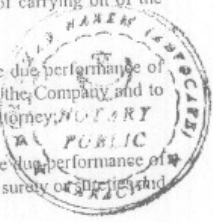


Certified True Copy  
*M. Murtaza Ali*  
Muhammad Murtaza Ali  
CFO/Company Secretary  
NBP FULLERTON ASSET MANAGEMENT LTD.  
(Formerly National Fullerton Asset Management Ltd.)

*M. Murtaza Ali*

124  
Sub-Registrar-II  
Add. Town, Karachi

- 23. to receive certificates of shares, stock, debentures, debentures, stock and other securities of any company or other corporation to which the Company may now or hereafter be entitled and to receive money due in respect thereof whether by way of principal, interest, profit, dividend or otherwise and to sign and deliver receipts, acquittances and discharges for the moneys so received;
- 24. to attend, represent, vote or act for the Company at any meeting of members, shareholders, debenture holders, creditors or any class thereof of any company or other corporation in which the Company is interested and to appoint representative or proxies for attending, representing, voting or acting for the Company at all or any such meetings;
- 25. to make payment to any person, corporate body, company or firm for any service rendered to the Company and for such purposes of the Company as may be necessary for carrying on of the Company business and to sign and deliver receipts, charges, cheques and drafts on the bank and other accounts of the Company or on the customers of the Company and to endorse all bills and bills of exchange received by the Company which may be necessary or may be expedient in the judgement of the Attorney to be signed, endorsed or given for the purpose of carrying on of the Company's business;
- 26. to obtain securities from any person, corporate body, company or firm for the due performance of any contract in respect of rendering any service or supplying any material to the Company and to accept the same on such terms as may be deemed proper or expedient by the Attorney;
- 27. to arrange for and accept any surety or sureties guarantor or guarantors for the due performance of any contracts entered into by or on behalf of the Company and to release such surety or sureties and to discharge such guarantor or guarantors in due course;
- 28. to realize debts due to the Company and to receive any money due to the Company from any person, corporate body, company or firm and to grant receipts and discharges for the same;
- 29. to purchase, lease, hire or otherwise acquire computer hardware, software, machinery, equipment or fixtures of trade required for the purpose of the Company and its business and to execute such contracts and deeds as may be necessary in respect thereof;
- 30. to buy all such materials, articles or things as may be required by the Company and to enter into contracts with suppliers and to cancel, modify or vary the same;
- 31. to acquire office premises for the Company on rent from any person, corporate body, company or firm and execute all agreements, lease deeds and all other related documents in respect thereof;
- 32. to make payments of all dues and submit plans of buildings relating to the Company's properties or lands on the Company's behalf before any competent authority and to obtain receipts therefor;
- 33. to negotiate and to enter into and complete contracts with any person, corporate body, company or firm for the sale, lease or purchase of any lands and buildings and for the erection or construction of any buildings and structures and for the installations of any machinery, plant or fixtures on any lands and buildings so leased or purchased and to demolish, alter, repair, add to and improve any building or structure and to let, sub-let, surrender or give up any immovable property held by the Company;
- 34. to purchase, lease or otherwise acquire vehicles for the company and to sign and execute leases and all other related documents in respect thereof;
- 35. to prepare, adjust, settle or cause to be prepared adjusted or settled all matters of accounts whatsoever and examine the same and to settle, adjust, arrange, compromise or submit to arbitration any account, debts, disputes, claims, actions, or proceedings in which the Company may be involved;
- 36. to execute and sign all such deeds and documents as may be required or are proper for or in relation to all or any of the matters or purposes aforesaid;
- 37. to appoint substitute or substitutes and delegate to such substitute or substitutes all or any of the



Certified True Copy  
 Muhammad Murtaza Ali  
 CFO/Company Secretary  
 NBP FULLERTON ASSET MANAGEMENT LTD.  
 (Formerly National Fullerton Asset Management Ltd.)

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**EXTRACTS OF MINUTES OF 30<sup>th</sup> MEETING OF THE BOARD OF  
DIRECTORS OF NBP FULLERTON ASSET MANAGEMENT LIMITED  
(FORMERLY; NATIONAL FULLERTON ASSET MANAGEMENT LIMITED)  
HELD ON FEBRUARY 18, 2011**

**Item 11: To approve the supplemental Trust Deeds:**

It was informed to the Board that the Trust Deeds of NIOF (formerly; NCF), NMF, NSF, NIAIF (formerly; NIIF), NIMF, NIF, NGLSF, NSPF, NRFSF, NAAF need various amendments as follows;

1. To delegate the powers for declaring interim dividend for the Fund to the Chief Executive Officer of the Management Company.
2. To open a common bank account for the purpose of collection of sale proceeds and redemption of Units.
3. To align the existing clause in accordance with the requirements of Circular No. 11 of 2009 of SECP.
4. To open the NIOF, NIAIF, NIF & NGLSF on Saturday; the definition of Dealing / Subscription Day is amended.
5. To align in line with Supplemental Offering Document, the definition of Business Day is amended.
6. The investment grade ratings wherever appearing in the Trust Deed(s) are deleted. However, the investment grade ratings are mentioned in Offering Document of the respective Fund(s).
7. To allow 3-years Government of Pakistan Ijara Sukuks as an eligible investment.
8. Since 3 year maturity instrument with 6-months duration is being requested to be allowed, the original benchmark tenor is being enhanced.
9. To introduce Plans for new and existing Investors and to provide Insurance Coverage.

After due deliberations, the Board voiced its approval for the above stated amendments to be incorporated in the respective Trust Deeds of NAFA Funds and the following resolutions were passed:

**Resolved that the Supplemental Trust Deeds of NAFA Income Opportunity Fund (formerly; NAFA Cash Fund), NAFA Multi Asset Fund, NAFA Stock Fund, NAFA Islamic Aggressive Income Fund (formerly; NAFA Islamic Income Fund), NAFA Islamic Multi Asset Fund, NAFA Income Fund, NAFA Savings Plus Fund, NAFA Government Securities Liquid Fund, NAFA Riba Free Savings Fund, and NAFA Asset Allocation Fund be and are hereby approved.**

**Further Resolved that the Chief Executive Officer and the Company Secretary, be and are hereby jointly authorized to execute above mentioned Supplemental Trust Deeds, and get these Trust Deeds registered, and to appear before the sub registrars of Assurances or other officials and to fulfill and comply with all legal, corporate and procedural formalities in connection therewith.**

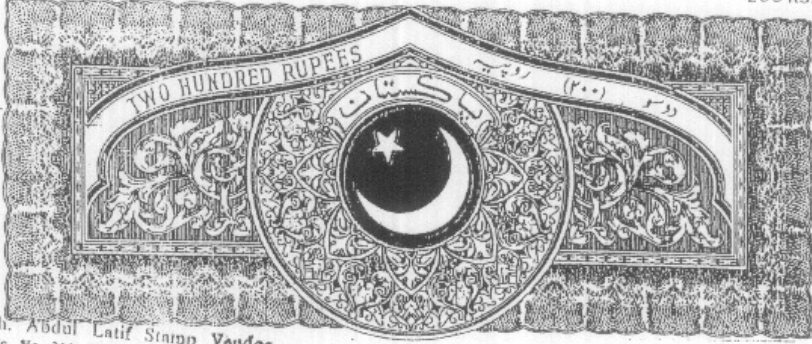
**Certified True Copy**  
  
**Muhammad Murtaza Ali**  
CFO/Company Secretary  
NBP FULLERTON ASSET MANAGEMENT LTD.  
(Formerly National Fullerton Asset Management Ltd.)

**NBP Fullerton Asset Management Limited**  
(Formerly National Fullerton Asset Management Limited)

1<sup>st</sup> Floor, Adamjee House, I.I. Chundrigar Road, Karachi-74000, Pakistan.  
Call Free: 0800-20001 Fax: 32467605, E-mail: info@nafafunds.com, www.nafafunds.com

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Block No. 6, P. R. C. H. S. Karachi-29.  
DATE  
ADDRESS  
PURPOSE  
VALUATION  
STAMP VENDOR'S SIGNATURE



**SUB-POWER OF ATTORNEY**

KNOW ALL MEN BY THESE PRESENTS:

THAT Central Depository Company of Pakistan Limited, a company incorporated under the Companies Ordinance, 1984 and registered with the Securities & Exchange Commission of Pakistan, as a central depository company and having its Registered Office at CDC House, 99-B, Block 'B', S.M.C.H.S. Main Shahrah-e-Faisal Karachi, (hereinafter referred to as "the Company"), has appointed me, **MOHAMMAD HANIF JAKHURA** son of Mr. Dawood Usman Jakhura, the Chief Executive Officer of the Company as its true and lawful agent and attorney to act for the Company in all matters relating to conduct and management of business and affairs of the Company in terms of the General Power of Attorney dated December 31, 2002, pursuant to the Resolution passed by the Board of Directors in the 86<sup>th</sup> Meeting held on December 23, 2002, which General Power of Attorney has been duly registered in the office of the Sub-Registrar "T" Division, I-B Karachi, under Registered No. 42, Karachi dated December 31, 2002 (hereinafter referred to as "the General Power of Attorney").

AND THAT under the said General Power of Attorney, I am authorized to delegate all or any of my powers and authorizations to Sub-Attorney(s) under Sub-Power(s) of Attorney.

AND THAT due to my pre-occupation with other affairs of the company, it is necessary for me to appoint a Sub-Attorney for conducting the affairs of the Trustee and Custodial Services Department of the Company EITHER jointly with one other legally qualified attorney or sub-attorney or an authorized officer of the



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**Fazal Hussain Gaffoor**  
CFO & Company Secretary  
Central Depository Company of  
Pakistan Limited

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Company OR singly as stipulated hereafter ~~and~~ to issue a Sub-Power of Attorney in his favour.

NOW THEREFORE BY THESE PRESENTS, I **Mohammad Hanif Jakhura** son of Mr. Dawood Usman Jakhura, holding NIC No. 42201-2279204-9, the Chief Executive Officer and a legally constituted Attorney of the Company, hereby constitute, ordain and appoint **Mr. Atiqur Rehman** son of Mr. Abul Kalam Azad, holding CNIC No. 42501-9253203-1, the Head of Trustee and Custodial Services Department of the Company, as Company's legally constituted Sub-Attorney (hereinafter referred to as "the Sub-Attorney") to do, effectuate and fulfill all or any of the following acts, things and deeds, EITHER jointly with one other legally constituted attorney or sub-attorney or an officer of the Company OR singly as specified: —

I. TO ACT JOINTLY WITH ANOTHER LEGALLY CONSTITUTED ATTORNEY OR SUB-ATTORNEY OR AN AUTHORIZED OFFICER OF THE COMPANY:

1. To execute trust deeds, supplemental trust deeds, deeds of change of trustees in respect of open-ended, closed-end and pension funds for which the Company is appointed as trustee (collectively "the Funds") and to get the same registered with the Sub-Registrar and to appear before the Sub-Registrars and execute and admit the execution thereof and to fulfill all legal and procedural formalities in connection therewith.
2. To appoint custodians and sub-custodians in respect of shares and securities of the Funds and to execute custodian agreements, sub-custodial agreements and other such related agreements by whatever name called.
3. To deliver and accept deliveries of shares and securities on account of the Funds, to and from stock brokers, banks, financial institutions, counter parties, custodians, sub-custodians, etc.



draw and sign cheques and other orders for the payment of money on any banks or bankers or any Government Treasury or any other Government establishment, department, offices, in the Company's capacity as trustee of the Funds and custodians of securities of other parties, as may be necessary and to also operate bank accounts of the Funds.

5. To represent the Company in all matters as a trustee and/or custodian and to act for the Company in all respects in that capacity.

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*Handwritten signature*

**Fazal Hussain Gaffoor**  
 CFO & Company Secretary  
 Central Depository Company of  
 Pakistan Limited

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6. To institute, conduct, defend any suits or legal proceedings, whether criminal or civil, by or against the Company or its officers or otherwise in relation to its capacity as trustee of the Funds and concerning any affairs of any Fund or Funds, in any Court or Tribunal or before any Government official; to file appeals, review and revision and other applications and petitions, and in connection therewith, to retain and employ such attorneys, solicitors, advocates, notaries, counsel or other professional aid or assistance as to the Sub-Attorney shall seem fit; and, for that purpose, to sign on the Company's behalf all such authorities and documents as may from time to time be needed or expedient and to sign and verify any pleadings, documents, deeds or any applications and to affirm affidavits and for such purpose to appear before the courts, judges, magistrates or other officers wherever necessary.

II. TO ACT SINGLY:

1. To manage, superintend and deal with all the affairs of the Company's Trustee and Custodial Service Department and to represent the Company to the investment advisers, asset management companies and pension fund managers, stock brokers, banks, financial institutions, investors, unit holders, certificate holders, distribution companies, investment facilitators, issuers, stock exchanges and other concerned persons and entities having dealings with the Company in its capacity as trustee of the Funds.
2. To attend and vote and represent the Funds at meetings of the shareholders of any company or corporation, and to act as proxy or appoint a proxy on the Company's behalf as trustee of the Funds and to sign and deliver proxy forms, authorizations and other mandates in favour of asset management companies, investment advisory companies, pension fund managers, etc. or whose Funds the Company is appointed as trustee.


To accept on the Company's behalf service of processes and any notices required to be served on the Company as trustee of the Funds and to acknowledge receipt thereof.

I HEREBY UNDERTAKE TO RATIFY AND CONFIRM that all the acts, things and deeds done by the Sub-Attorney, jointly with one other legally constituted attorney or sub-attorney or an authorized officer of the Company as mentioned in Clauses I.1 to I.6 above, or singly as mentioned in Clauses II.1 to II.3 above, by virtue of these presents shall be considered as acts, things and deeds done by the Company i.e. Central Depository Company of Pakistan Limited in its capacity as custodian and as trustee of the Funds.

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**Fazal Hussain Gaffoor**  
CFO & Company Secretary  
Central Depository Company of  
Pakistan Limited



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Sub-Registrar-II  
Korangi Town, Karachi

*Atiqur Rehman*  
Atiqur Rehman

IN WITNESS WHEREOF, I have executed this Sub-Power of Attorney on 29<sup>th</sup> day of May 2007, before the Witnesses mentioned below.

EXECUTANT:  
MOHAMMAD HANIF JAKHURA

*Mohammad Hanif Jakhura*

WITNESSES:

1. *Kamran Ahmed Qazi*  
Kamran Ahmed Qazi  
NIC #: 42201-0522034-5

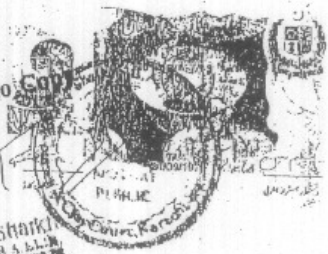
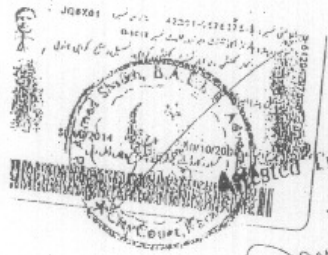
2. *Muhammad Khurram*  
Muhammad Khurram  
NIC #: 42301-0576375-3



ATTESTED  
*Rashid Ahmed Shaikh*  
Rashid Ahmed Shaikh  
B.A.L.L.B.  
ADVOCATE/NOTARY PUBLIC  
City Court, Karachi

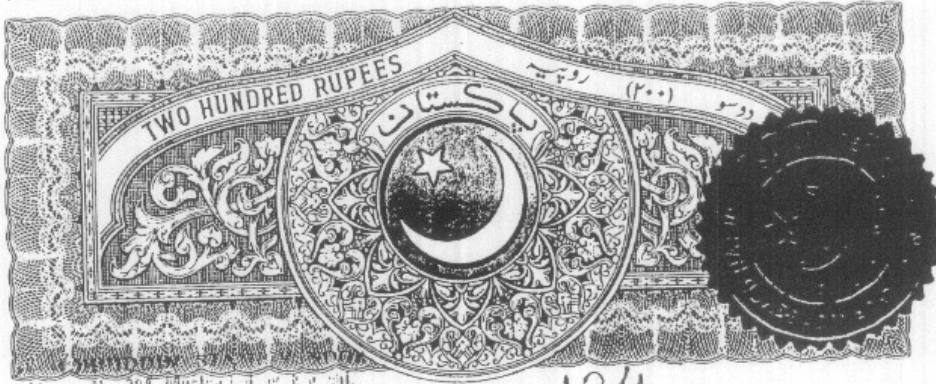
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*Fazal Hussain Gaffoor*  
Fazal Hussain Gaffoor  
CFO & Company Secretary  
Central Depository Company of  
Pakistan Limited

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Certified True Photo Copy  
*Rashid Ahmad Stark*  
Rashid Ahmad Stark  
N.S.B.L.N.  
ADVOCATE/NOTARY PUBLIC  
City Center, Karachi

Certified True Copy  
*Fazal Hussain Gaffoor*  
Fazal Hussain Gaffoor  
CFO & Company Secretary  
Central Depository Company of  
Pakistan Limited



Stamp No. 284, Pakistan Post, Karachi.  
S. No. 4706  
S. P. O. A  
2007 (Attended)  
Signature

02 FEB 2009 124

Sub-Registrar-II  
Saddar Town, Karachi



**SUB-POWER OF ATTORNEY**

KNOW ALL MEN BY THESE PRESENTS:

THAT Central Depository Company of Pakistan Limited, a company incorporated under the Companies Ordinance, 1984, registered with the Securities and Exchange Commission of Pakistan, as a central depository company and having its Registered Office at CDC House, 99-B, Block "B", S.M.C.S.H, Shahrah-e-Faisal, Karachi (previously at 8<sup>th</sup> Floor, Karachi Stock Exchange Building, Stock Exchange Road, Karachi) (hereinafter referred to as "the Company"), has appointed me, **MOHAMMAD HANIF JAKHURA** son of Mr. Dawood Usman Jakhura, the Chief Executive Officer of the Company as its true and lawful agent and attorney to act for the Company in all matters relating to conduct and management of business and affairs of the Company in terms of the General Power of Attorney dated December 31, 2002, pursuant to the Resolution passed by the Board of Directors in the 86<sup>th</sup> Meeting held on December 23, 2002, which General Power of Attorney has been duly registered in the office of the Sub-Registrar "T" Division, I-B Karachi, under Registered No. 354, of Book No. II, dated December 31, 2002 and M.F. Roll No.5902/1074 dated 31-01-2003 of the Photo Registrar, Karachi. (hereinafter referred to as "the General Power of Attorney").

AND THAT under the said General Power of Attorney, I am authorized to delegate all or any of my powers and authorizations to Sub-Attorney(s) under Sub-Power(s) of Attorney.

AND THAT since I am required to travel out of Karachi from time to time in connection with the business of the Company or due to other business commitment, it is necessary for me to appoint Sub-Attorney(s) and to issue Sub-Power(s) of Attorney in favour of the Company's designated officer(s) to enable them to act on behalf of the Company from time to time.


NOW THEREFORE BY THESE PRESENTS, I **Mohammad Hanif Jakhura** son of Mr. Dawood Usman Jakhura, holding CNIC No. 42201-2279204-9, the Chief Executive Officer and legally constituted Attorney of the Company, hereby constitute, order and appoint **Mr. Abdul Samad** son of Mr. Abdul Rasheed, holding CNIC No. 47691818807-7, the Head of Share Registrar & Back Office Accounting Services of the Company, as Company's legally constituted Sub-Attorney (hereinafter referred to

Certified True Copy  
Fazal Hussain Gaffoor  
CFO & Company Secretary  
Central Depository Company of  
Pakistan Limited

as "the Sub-Attorney") to do, effectuate and fulfill all or any of the following acts, things and deeds: —

1. To represent the Company in all matters relating to its registrar/transfer agency services, trusteeship services in relation to mutual funds and custodial and sub-custodial services and to act for the Company in all respects in such capacities.
2. To execute agreements, deeds and documents in relation to the Company's functions as registrar/transfer agent of issuers of securities and for this purpose, to deal with and generally to represent the Company to the issuers and to the holders of shares and securities of such issuers on all matters relating to the Company's services as registrar/transfer agent.
3. To execute trust deeds, supplemental trust deeds, deeds of change of trustees in respect of open-ended, closed-end and pension funds for which the Company is appointed as trustee (collectively "the mutual funds") and to get the same registered with the Sub-Registrar and to appear before the Sub-Registrars and execute and admit the execution thereof and to fulfill all legal and procedural formalities in connection therewith.
4. To appoint custodians and sub-custodians in respect of shares and securities of mutual funds and to execute custodian agreements, sub-custodial agreements and other such related agreements by whatever name called.
5. To institute, conduct, defend any suits or legal proceedings, whether criminal or civil, by or against the Company or its officers or otherwise in relation to its capacity as trustee of mutual funds, as registrar/transfer agents of issuers and/or as custodians of securities held by the Company on account of the clients and concerning any affairs of any mutual funds and/or issuers and/or clients for which the Company may be performing custodial services, in any Court or Tribunal or before any Government official; to file appeals, review and revision and other applications and petitions, and in connection therewith, to retain and employ such attorneys, solicitors, advocates, notaries, counsel or other professional aid or assistance as to the Sub-Attorney shall seem fit; and, for that purpose, to sign on the Company's behalf all such authorities and documents as may from time to time be needed or expedient and to sign and verify any pleadings, documents, deeds or any applications and to affirm affidavits and for such purpose to appear before the courts, judges, magistrates or other officers wherever necessary.
6. To manage, superintend and deal with all the affairs of the Company's Trustee, Registrar/Transfer Agent and/or Custodial Service Departments and to represent the Company to the investment advisers, asset management companies, pension fund managers, issuers of securities, stock brokers, banks, financial institutions, investors, unit holders, certificate holders, distribution companies, investment facilitators, stock exchanges and other concerned persons and entities having dealings with the Company in its capacity as trustee of mutual funds, in its capacity as registrar/transfer agent and in its capacity as custodian or sub-custodian of securities.
7. To attend and vote and represent mutual funds at meetings of the shareholders of any company or corporation, and to act as proxy or appoint a proxy on the Company's behalf as trustee of the Funds and to sign and deliver proxy forms, authorizations and other mandates in favour of asset management companies, investment advisory companies, pension fund managers, etc. for whose Funds the Company is appointed as trustee.



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**Fazal Hussain Gaffoor**  
CFO & Company Secretary  
Central Depository Company of  
Pakistan Limited

22 NOV 2011.

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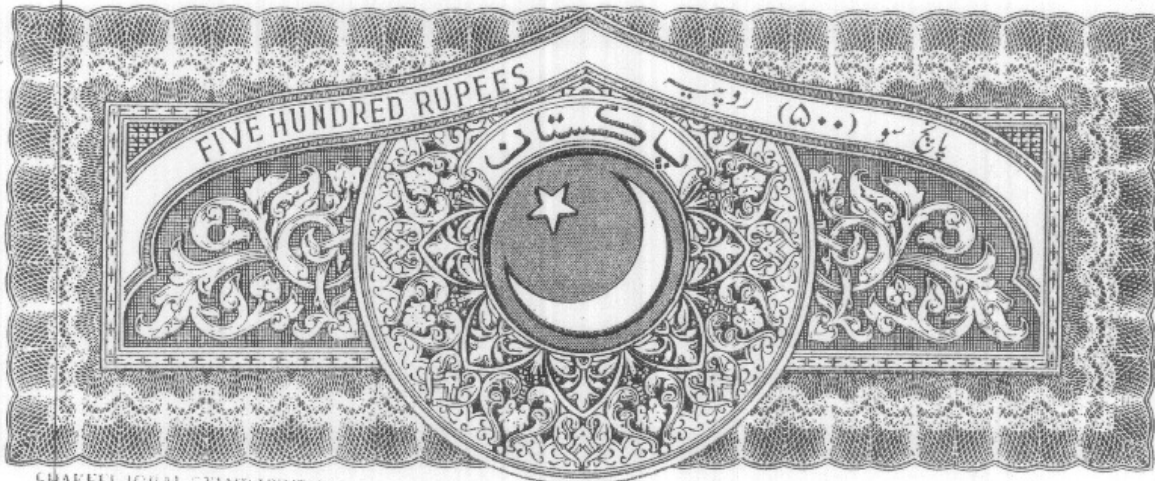
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SHAKEEL IQBAL STAMP VENDOR

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Sub-Registrar-II  
Saddar town, Karachi

**THIRD SUPPLEMENTAL TRUST DEED OF  
NAFA ISLAMIC AGGRESSIVE INCOME FUND**  
(Formerly: NAFA Islamic Income Fund)

This Third Supplemental Trust Deed of NAFA Islamic Aggressive Income Fund (Formerly; NAFA Islamic Income Fund) is made and entered into at Karachi, on this 22<sup>nd</sup> day of November, 2011;

**AMONG**

- (A) **NBP Fullerton Asset Management Limited**, a public limited company, incorporated under the Companies Ordinance, 1984, having its registered address at 9th Floor Adamjee House, I.I. Chundrigar Road, Karachi (hereinafter called the "Management Company", which expression where the context so permits, shall include its successors in interest and assigns) of the First Part; and

**AND**

- (B) **Central Depository Company of Pakistan Limited**, a company, incorporated under the Companies Ordinance, 1984, having its registered office at CDC House, 99-B, Block "B", S.M.C.H.S, main Shakra-e-Faisal, Karachi (hereinafter called the "CDC", which expression, where the context so permits, shall include its successors in interest and assigns) of the Second Part;

**AND**

- (C) **MCB Financial Services Limited (MCBFSL)**, a company incorporated under the Companies Ordinance, 1984 as a wholly owned subsidiary of MCB Bank Limited with its registered office at 16<sup>th</sup> Floor MCB Tower, I.I. Chundrigar Road,

*(Handwritten signatures and initials)*  
 [Signature] [Signature] [Signature] [Signature]  
 [Initials] [Initials] [Initials] [Initials]

Karachi (hereinafter called the "MCBFSL", which expression, where the context so permits, shall include its successors-in-interest and assigns) of the Third Part.

**WHEREAS:**

No. 323  
Sub-Registrar-II  
Saddar Town, Karachi

- (1) The NBP Fullerton Asset Management Limited and the Central Depository Company of Pakistan Limited executed a Trust Deed on August 20, 2007, to constitute NAFA Islamic Income Fund under the NBFC Regulations (defined in the said Trust Deed as the "Fund", or "NIIF" or "NIAIF" or the "Trust"), which Trust Deed was registered with the Sub-Registrar-II, Saddar Town, Karachi, under registration number No. 870 of Book No.IV dated 20-08-2007 and M.F. Roll No. U-67932/4520 of the Photo Registrar, Karachi dated 24-08-2007.
- (2) The Trust Deed dated August 20, 2007 was amended by mutual consent of both the Management Company and the CDC vide First Supplemental Trust Deed dated September 07, 2010 registered with the Sub-Registrar-II, Saddar Town, Karachi, under registration No. 149 of Book No. IV dated 07-09-2010 of the Sub-Registrar-II, Saddar Town, Karachi and M.F. Roll No. U-54847/6657 of the Photo Registrar, Karachi dated 27-09-2010.
- (3) The Trust Deed dated August 20, 2007 was amended by mutual consent of both the Management Company and the CDC vide Second Supplemental Trust Deed dated May 04, 2011 registered with the Sub-Registrar-II, Saddar Town, Karachi, under registration No. 124 of Book No. IV dated 04-05-2011 of the Sub-Registrar-II, Saddar Town, Karachi and M.F. Roll No. U-32306/7075 of the Photo Registrar, Karachi dated 10-05-2011.
- (4) The NBP Fullerton Asset Management Limited has proposed to change the Trustee of the Fund vide its letter No.NAFA/OPS/2011/865 dated September 20, 2011 and CDC has accepted to be removed from the trusteeship of the Fund vide its letter No. CDC/CS/LC-MK/144/11 dated October 05, 2011.
- (5) MCBFSL has accorded its consent to the NBP Fullerton Asset Management Limited for being appointed as Trustee of NAFA Islamic Aggressive Income Fund (Formerly; NAFA Islamic Income Fund) in place of CDC vide its letter No. MCBFSL/CE/052/11 dated September 21, 2011.
- (6) The Securities & Exchange Commission of Pakistan ("the SECP") has approved the appointment of MCBFSL as Trustee of NAFA Islamic Aggressive Income Fund (Formerly; Islamic Income Fund) in place of CDC vide its letter no. SCD/AMCWING/VS/NIAIF/457/2011 and has approved the amendments to the Trust Deed, vide its letter No. SCD/AMCW/JD-VS/NIAIF/426/2011 dated October 25, 2011, annexed hereto as Annexure "A".
- (7) The NBP Fullerton Asset Management Limited, CDC as the outgoing trustee and MCBFSL as the incoming Trustee, hereby agree upon the terms and conditions for the retirement of CDC and the contemporaneous appointment of MCBFSL as the Trustee of NAFA Islamic Aggressive Income Fund (Formerly; NAFA Islamic Income Fund) on Effective Date.

*[Handwritten signatures and initials]*

- (8) NBP Fullerton Asset Management Limited and MCBFSL have agreed to amend certain clauses of the Trust Deed in accordance with Clause 14 thereof.

NOW THEREFORE THIS THIRD SUPPLEMENTAL TRUST DEED OF NAFA ISLAMIC AGGRESSIVE INCOME FUND (Formerly; NAFA Islamic Income Fund), WITNESSETH AS FOLLOWS:—

**1. Effective Time:**

The Effective Time mean “the date and time when memo of handing over and taking over is signed by outgoing Trustee and incoming Trustee”. The Effective Time shall be communicated by the Management Company to both outgoing Trustee and incoming Trustee after execution of Third Supplemental Trust Deed of the Fund.

**2. Retirement of CDC and Appointment of MCBFSL as Trustee**

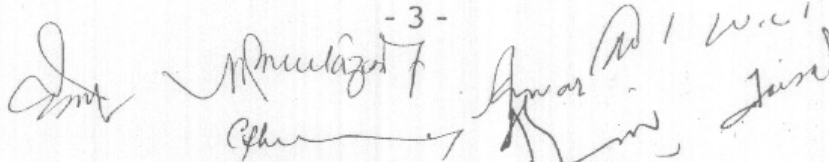
2.1 At the Effective Time mentioned in Clause 1 above, CDC shall be ceased to be the Trustee of the Fund and MCBFSL shall be acting as the Trustee of the Fund in place of CDC. MCBFSL is deemed to have become a party to the Trust Deed as Trustee in place of CDC and all terms, conditions, responsibilities, obligations, rights and entitlements of the Trustee under the Trust Deed, have become applicable to MCBFSL as the Trustee of the Fund.

2.2 From the Effective Time, all references to CDC under the Trust Deed and the Offering Document shall be deemed to be references to MCBFSL as the Trustee.

2.3 Within 30 days from the date of the execution of this Third Supplemental Trust Deed, CDC shall hand over to MCBFSL as the new Trustee, all the Trust Property, including assets, securities, instruments and all other properties of the Fund, which were in possession or power of CDC to MCBFSL as new Trustee along with all and any amounts in the Bank Accounts of the Fund and all sums that were due from CDC to the Fund on any count whatsoever except as mentioned in clause 3 below. MCBFSL shall hold and stand possessed of the Trust Property and perform all the functions and be subject to all obligations and liabilities of the Trustee of the Fund and shall exercise all rights, privileges and powers of the Trustee, as contained in the Trust Deed, the Offering Document, the NBFC & NE Regulations (as amended or substituted from time to time) in place of CDC, subsequent to Effective Time. The handing over and taking over of Trust Property of the Fund shall be recorded through a “memo of handing over and taking over” and signed by both outgoing Trustee and incoming Trustee.

2.4 The retirement of CDC and appointment of MCBFSL in its place as the Trustee of the Fund shall be deemed to be contemporaneous so that the continuity of the Trust and its business and operations are maintained without any disruption.

**3. Bank Accounts**





3.1 MCBFSL shall open new Bank Account for the trust as required under the Trust Deed and the Offering Document of the Fund and CDC shall transfer the balances from the existing Bank Accounts to the new Bank Accounts to be opened by MCBFSL, except those mentioned in Clause 3.2 hereafter.

3.2 All balances in those existing Bank Accounts in which cheques may have been drawn or issued by CDC on account of the Trust and have not been realized, shall be retained in the said existing Bank Accounts, but only to the extent of aggregate amounts of such unrealized cheques, for a period of six (6) months from the date of the Effective Time, so that the cheques already issued by CDC can be encashed from such Bank Accounts. After the expiry of 6 months, all such Bank Accounts shall be closed and the balances, if any, shall be transferred to the new Bank Accounts to be opened and maintained by MCBFSL.

3.3 All other existing Bank Accounts maintained by CDC (other than those mentioned in clause 3.2 above) shall be closed within a period of seven days from the Effective Time or from the date of realization of all outstanding cheques that may have been deposited by CDC on account of Trust for collection, whichever is later.

**4. Liabilities and Responsibilities of MCBFSL and CDC**

4.1 CDC shall continue to be liable for any default in or non-performance of its duties as Trustee or for any negligence on its part or on part of its officers or officials, nominees or agents and for any acts or omissions effectuated prior to and upto the Effective Time in accordance with the provisions of the Trust Deed, the Offering Document, the NBFC & NE Regulations. Subsequent to Effective Time, MCBFSL shall be responsible for the same.

4.2 Subject to the provisions of the Trust Deed and the Offering Document of the Fund, CDC shall indemnify the NBP Fullerton Asset Management Limited and MCBFSL in respect of any default, non performance or violations of the terms and conditions of the Trust Deed, the Offering Document, the NBFC & NE Regulations that may have taken place, advertently or inadvertently prior to and upto Effective Time and which may come to the notice of the NBP Fullerton Asset Management Limited or the MCBFSL or the SECP at any time after the Effective Time.

**5. Amendment to the Trust Deed**

By virtue of the appointment of MCBFSL as Trustee of the Fund in place of CDC, the Trust Deed stands amended as follows:

**Parties to the Trust Deed**

The Parties to the Trust Deed dated November 22, 2011 are as follows:-

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[Handwritten signatures and initials]

**NBP Fullerton Asset Management Limited**, a public limited company, incorporated under the Companies Ordinance, 1984, having its registered address at 9th Floor Adamjee House, I.I. Chundrigar Road, Karachi (hereinafter called the "Management Company", which expression where the context so permits, shall include its successors in interest and assigns) of the First Part; and

AND

**MCB Financial Services Limited (MCBFSL)**, a company incorporated under the Companies Ordinance, 1984 as a wholly owned subsidiary of MCB Bank Limited with its registered office at 16th Floor MCB Tower, I.I. Chundrigar Road, Karachi (hereinafter called the "MCBFSL", which expression, where the context so permits, shall include its successors-in-interest and assigns) of the Second Part.

**6. Amendment of sub-clause 5.C.1**

In sub-clause 5.C.1 of First Supplemental Trust Deed is hereby replaced in its entirety by the following text:

*5.C.1 The Trustee, at the request of the Management Company, shall open Bank Accounts titled MCBFSL - Trustee NAFA Islamic Aggressive Income Fund for the Unit Trust at designated Bank(s) at Pakistan for collection, investment, redemption or any other use of the Trust's funds.*

**7. Amendment of sub-clause 5.C.2**

In sub-clause 5.C.2 of First Supplemental Trust Deed is hereby replaced in its entirety by the following text:

*5.C.2 The Trustee shall open additional Bank Account(s) titled MCBFSL - Trustee NAFA Islamic Aggressive Income 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 to the main Bank Account and/or transfer the funds to the relevant bank accounts of the Unit Holder for redemption purposes.*

**8. Amendment of sub-clause 5.C.9**

In sub-clause 5.C.9 of Second Supplemental Trust Deed is hereby replaced in its entirety by the following text:

*5.C.9 The Trustee shall, if requested by the Management Company at its discretion also open a separate Account titled MCBFSL - Trustee NAFA Funds at bank(s) designated by the Management Company. These*

*[Handwritten signatures and initials]*

account(s) may be used for the purpose of collection of sale proceeds, where collections received on account of subscription of Units by investors of various unit trusts and the administrative plans that are managed by the Management Company shall be held prior to their being allocated and transferred to pertinent unit trust(s). Such account(s) may also be used for temporary parking for the purpose of redemption. Provided however, in relation to the other unit trusts managed by the Management Company mentioned above, there are similar provisions in the trust deeds of such funds and have Trustee as common between them.

All other contents of the Trust Deed remain unchanged and the Trust Deed shall continue to remain in full force and effect, amended as above.

CDC as the outgoing Trustee, MCBFSL as the incoming Trustee and the NBP Fullerton Asset Management Limited hereby certify that the above amendments in so far as these relate to the retirement of CDC as outgoing Trustee and the appointment of MCBFSL as incoming Trustee in place of CDC shall not prejudice the interests of the Unit Holders or any of them or operate to release or exonerate CDC as the outgoing Trustee from any responsibility to the Unit Holders upto the Effective Time, or operate to relieve or exonerate MCBFSL as the incoming Trustee from any responsibility to the Unit Holders from the Effective Time and onwards. NBP Fullerton Asset Management Limited, as the Management Company and MCBFSL as the incoming Trustee further certify that in their opinion, all other amendments to the Trust Deed mentioned above, shall not prejudice the interest of the Unit Holders or any of them and shall not operate to release or exonerate NBP Fullerton Asset Management Company Limited, as the Management Company and/or MCBFSL, as the new Trustee from any responsibility to the Unit Holders.

C. No. 323 up  
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Gaddar Town, Karachi



- 6 -

*[Signature]*

*Munir*  
*[Signature]*

*[Signature]* Anwar  
*[Signature]* Javed

IN WITNESS WHEREOF, THIS THIRD SUPPLEMENTAL TRUST DEED OF NAFA Islamic Aggressive Income Fund (Formerly; NAFA Islamic Income Fund) has been executed on the date first mentioned above.

303  
Sub-Registrar-II  
Gaddar Town, Karachi

The Common Seal of NBP Fullerton Asset Management Limited was hereunto fixed on 22<sup>nd</sup> of November, 2011 in the presence of:



Signature: <u>[Signature]</u> Name : DE AMJAD WAHEED NIC # : 37405-6313954-9	Signature: <u>[Signature]</u> Name : MUHAMAD MURTAZA ALI NIC # : 42301-1002708-9
--	--

The Common Seal of MCB Financial Services Limited was hereunto fixed on 22<sup>nd</sup> of November, 2011 in the presence of:

Signature: <u>[Signature]</u> Name : KHAWAJA ANWAR HOSSAIN NIC # : 42201-2413926-7	 Signature: <u>[Signature]</u> Name : FAISAL AMIN NIC # : 42101-1485447-3
--	--

The Common Seal of Central Depository Company of Pakistan Limited was hereunto fixed on 22<sup>nd</sup> of November, 2011 in the presence of:

Signature: <u>[Signature]</u> Name : AFTAB AHMED DEWAN NIC # : 42201-0417899-9	Signature: <u>[Signature]</u> Name : ABSUL SAMAD NIC # : 42101-1818807-7
--	--

WITNESSES

1. [Signature]  
B. HOSSAIN A. NAQVI  
42101-1930137-9

2. [Signature]  
S.M. RAZA ABBAS  
42000-0871611-5

49

Mr./Mrs./Miss Aftab Ahmed Dewar  
S/o./W/o./D/o Ahmed Dewar  
Executing Party Occupation C.O.O.  
Muslim Adults, Age 32 Years  
R/o F.A. 302 Part 10 Civil Line  
Chittagong

Karachi admits execution of this deed.

CNIC No. 

4	2	2	0	1	-	0	4	1	7	5	9	9	-	9
---	---	---	---	---	---	---	---	---	---	---	---	---	---	---

Mr./Mrs./Miss Abdul Samad  
S/o./W/o./D/o Abdul Rasheed  
Executing Party Occupation Head of Share Register  
Muslim Adults, Age 40 Years  
R/o F.A. No. D-7 Block 7 Melbury  
Galaxy North Nazimabad

Karachi admits execution of this deed.

CNIC No. 

4	2	1	0	1	-	1	8	1	8	8	0	7	-	7
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Abdul Samad



Ahmed



Chittagong



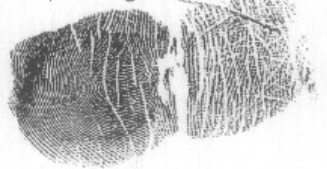
Muhammad



Javed



Muhammad



Trustee Charges

**On Net Assets**

0.10% per annum of the  
Net Assets

383  
Sub-Registrar-II  
Sadar Town, Karachi



حکومت پاکستان  
وزارت خزانہ  
42301-1002708-9  
11/11/1972




L4173P 42301-1002708-9  
30/06/2013  
07/07/2004


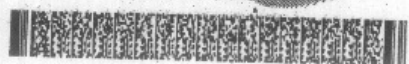



C. No. 393  
Sub-Registrar-II  
Saddar Town, Karachi

حکومت پاکستان  
وزارت خزانہ  
37405-6313954-9  
09/06/1959




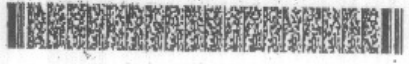

A991TL 37405-6313954-9  
30/09/2019  
19/10/2009



حکومت پاکستان  
وزارت خزانہ  
42101-1485447-3  
CERTIFIED TRUE COPY  
Khawaja Anwar Hussain (CEO)  
MCB Financial Services Limited




L3C26K 42101-1485447-3  
30/11/2018  
16/12/2008

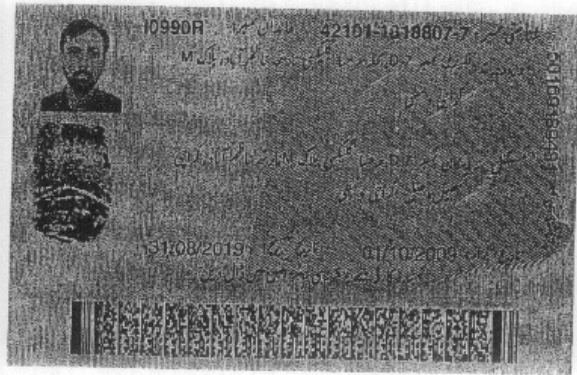
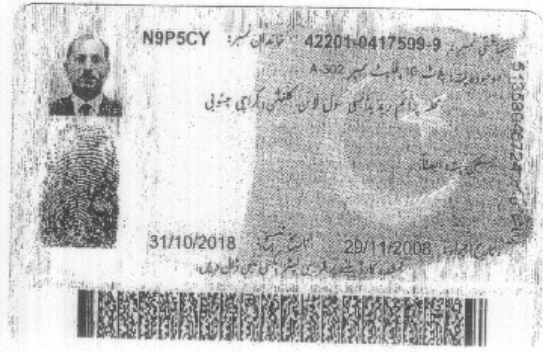



حکومت پاکستان  
وزارت خزانہ  
42201-2413926-7  
CERTIFIED TRUE COPY  
Khawaja Anwar Hussain (CEO)  
MCB Financial Services Limited

JK4G96 42201-2413926-7  
30/04/2012  
07/05/2004



3  
4  
5



No. 393  
Sub-Registrar-II  
Gaddar Town, Karachi



حکومت پاکستان  
قومی شناختی کارڈ  
42101-1930137-9

نام: سید حسین آغا نقوی  
جنس: مرد  
تاریخ پیدائش: 08/09/1965  
کونی نمبر: 08/09/1965



سر تسلیم دعوت، کوئی نمبر  
رجسٹرڈ منسٹر آف نیشنل ایڈمنسٹریشن

Handwritten signature: *A. A. 7*

قومی شناختی کارڈ نمبر: 42101-1930137-9  
نام: محمد سعید  
جنس: مرد  
تاریخ پیدائش: 31/07/2016  
کونی نمبر: 08/09/2002

سر تسلیم دعوت، کوئی نمبر  
رجسٹرڈ منسٹر آف نیشنل ایڈمنسٹریشن

Handwritten number: 42101-1930137-9

حکومت پاکستان  
قومی شناختی کارڈ  
42000-0821013-9

نام: محمد سعید  
جنس: مرد  
تاریخ پیدائش: 31/12/2014  
کونی نمبر: 16/01/2003



سر تسلیم دعوت، کوئی نمبر  
رجسٹرڈ منسٹر آف نیشنل ایڈمنسٹریشن




Handwritten signature: *A. A. 7*

قومی شناختی کارڈ نمبر: 42000-0821013-9  
نام: محمد سعید  
جنس: مرد  
تاریخ پیدائش: 31/12/2014  
کونی نمبر: 16/01/2003

سر تسلیم دعوت، کوئی نمبر  
رجسٹرڈ منسٹر آف نیشنل ایڈمنسٹریشن

303  
Sub-Registrar-II  
Saddar Town, Karachi



SECURITIES AND EXCHANGE COMMISSION OF PAKISTAN  
SPECIALIZED COMPANIES DIVISION  
NBFC DEPARTMENT

ANNEXURE 'A'

426

No.SCD/AMCW/JD-VS/NIAIF/ /2011

October 25, 2011

**Mr. Hussain A. Naqvi**  
Chief Operating Officer  
NBP Fullerton Asset Management Ltd.  
9<sup>th</sup> Floor, Adamjee House  
I.I. Chundrigar Road  
**Karachi-74000**

**Subject:** Consent of Third Supplemental Trust Deed of NAFA Islamic Aggressive Income Fund

Dear Sir,

Please refer to your letter dated October 10, 2011 regarding the captioned subject.

In this regard, I am directed to inform you that the amendments proposed by NBP Fullerton Asset Management Limited in the Third Supplemental Trust Deed of NAFA Islamic Aggressive Income Fund have been acceded to by the Securities and Exchange Commission of Pakistan.

Further, you are advised to inform/notify the unit holders regarding the proposed amendments in the trust deed as per provision of the said documents.

Yours truly,

**Vinod Sitani**  
(Joint Director)

Cc. **Mr. Khawaja Anwar**  
CEO, MCBFSL

323  
Sd/- Mr. Khawaja Anwar  
CEO, MCBFSL  
Karachi



**SECURITIES AND EXCHANGE COMMISSION OF PAKISTAN  
SPECIALIZED COMPANIES DIVISION  
(NBFC DEPARTMENT)**

No.SCD/AMCWING/VS/NIAIF/ <sup>457</sup> /2011

November 15, 2011

**Mr. Hussain Naqvi**  
Chief Operating Officer  
NBP Fullerton Asset Management Ltd.  
9<sup>th</sup> Floor, Adamjee House  
I.I. Chundrigar Road  
**Karachi-74000**

**Subject: Appointment of MCB Financial Services Limited as Trustee of NAFA  
Islamic Aggressive Income Fund**

Dear Sir,

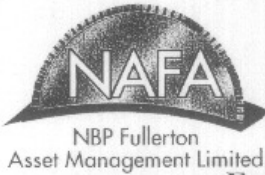
With reference to the letter dated November 15, 2011, I am directed to convey approval of the Securities and Exchange Commission of Pakistan for the appointment of MCB Financial Services Limited as Trustee of the NAFA Islamic Aggressive Income Fund in terms of Regulation 39 of the NBFC & NE Regulations, 2008.

Yours truly,

  
**Vinod Sitani**  
(Joint Director)

<sup>323</sup>  
d. No. 323  
Sub-Registrar-II  
Sadlar Town, Karachi

Cc: **CEO, MCBFSL**



**Extracts of Minutes of the 33<sup>rd</sup> Meeting of the  
Board of Directors of NBP Fullerton Asset Management Limited  
Held on September 29, 2011 at Karachi**

**Item 11: To approve the change of Trustee for NAFA Islamic Aggressive Income Fund and NAFA Income Fund.**

The Board was informed that in order to save costs for NAFA Islamic Aggressive Income Fund (NIAIF) and NAFA Income Fund (NIF), the management has decided to change the trustee of these Funds from CDC to MCB Financial Services (MCBFS). MCBFS is charging significantly low fee as compared to CDC. Since these two funds are small in size with a few corporate clients, there will be no major problems on the shifting. After due deliberations, the following resolutions were passed:

**Resolved that** MCB Financial Services Limited be and is hereby appointed as the trustee of NAFA Islamic Aggressive Income Fund and NAFA Income Fund subject to approval from SECP.

**Further Resolved that** in order to give affect the change in the Trustee of NAFA Islamic Aggressive Income Fund and NAFA Income Fund, the Chief Executive Officer and the Company Secretary, be and are hereby jointly authorized to execute all necessary documents including Trust Deed and Offering Document, and get the Trust Deed registered, and to appear before the sub registrars of Assurances or other officials and to fulfill and comply with all legal, corporate and procedural formalities in connection therewith.

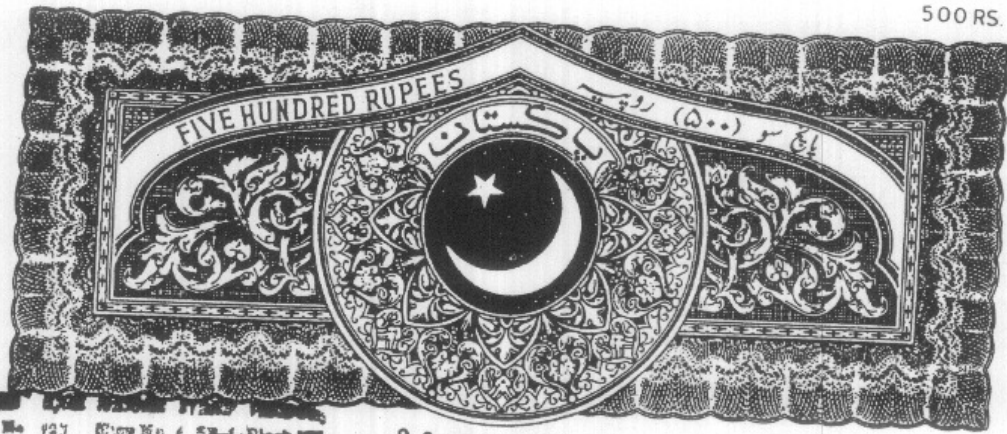
Certified True Copy  
*Muhammad Murtaza Ali*  
Muhammad Murtaza Ali  
CFO/Company Secretary  
NBP FULLERTON ASSET MANAGEMENT LTD.

No. 393  
Sub-Registrar-II  
Saddar Town, Karachi

**NBP Fullerton Asset Management Limited**

9th Floor, Adamjee House, I.I. Chundrigar Road, Karachi-74000, Pakistan.

UAN: 111-111-632 (info), Toll Free: 0800-20001 Fax: 32467605, E-mail: info@nafafunds.com, www.nafafunds.com



A. No. 127 Reg. No. 4, 52-4, Block 4, Saddar, Karachi.

28 SEP 2005

23965  
Handwritten signature: *Haris Ahsan*

No. 323  
Sub-Registrar-II  
Saddar Town, Karachi



GENERAL POWER OF ATTORNEY

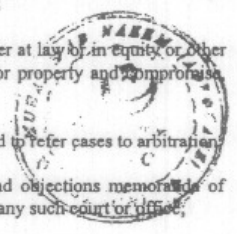
KNOW ALL MEN BY THESE PRESENTS that we, the authorized Directors of National Fullerton Asset Management Limited, a company incorporated in Pakistan under the Companies Ordinance, 1984 and having its registered office at Mohammadi House (c/o NDLC-IFIC Bank Bank Limited), I.I. Chundrigar Road, Karachi, Pakistan (the "Company"), pursuant to the Articles of Association of the Company and resolution dated September 13, 2005 passed by the Board of Directors of the Company, have appointed Dr. Amjad Waheed, Chief Executive of the Company, to be the true and lawful attorney (the "Attorney") of the Company, in the name of the Company and on its behalf to do the following acts, deeds and things:

1. to appear before any authority to represent the Company, to appear in public meetings or elections or official assemblages and vote for and elect any person or persons and take part in deliberations in the name and on behalf of the Company;
2. to use, sign and attest the name and style of the Company in any transactions, deed, document of title on all such occasions as may be necessary or expedient for conducting the business of the Company or for the due and proper management of the lands and buildings leased or purchased or to be leased or purchased by the Company;
3. to transact, manage and carry on the business of the Company and do all matters and things requisite and necessary or in any manner connected with or having reference to the administration, control and operation of the business and affairs of the Company;
4. to manage the business affairs, investments, securities and property of the Company;
5. to engage, employ, retain, dismiss, terminate or disperse with the services of personnel, agents, contractors, legal and technical advisers and other professionals and to insure against liability to such personnel or persons acting under any statute or otherwise;
6. to take all such measures as may be necessary for ensuring the safety of the personnel of the Company, contractors and third parties;
7. to insure the moveable and immovable assets of the Company;
8. to appear and act in all courts, civil, revenue or criminal, whether original or appellate in the offices of the District Registrar and Sub-Registrar of Deeds and Assurances for registration of documents

Certified True Copy  
 Muhammad Murtaza Ali  
 CFO/Company Secretary  
 NBP FULLERTON ASSET MANAGEMENT LTD.

and in any other office of the Federal, Provincial and local Government, including without prejudice to the generality of the foregoing, any Union Council, District Council, Cantonment Board, Municipal Corporation or Notified Area and Co-operative Society, Development Authority, City District Government, Capital Development Authority, Islamabad, City Deputy Collector's Office, Securities and Exchange Commission of Pakistan, Controller of Capital Issues, State Bank of Pakistan, Collector of Customs, Excise & Taxation Offices and the Chief Controller of Imports and Exports in all matters concerning the business, affairs or property of the Company;

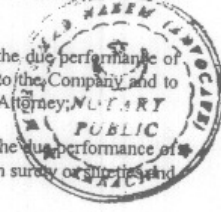
9. to present deeds and documents for registration, to execute and to admit execution thereof, to receive consideration and to do such further and other acts as may be necessary for the due and proper registration of any document for and on behalf of the Company;
  10. to commence, institute, prosecute and defend any action or suit whether at law or in equity or other proceedings necessary to protect the Company's interests, business or property and to compromise, settle or enforce the same whether by arbitration or otherwise;
  11. to compromise, compound or withdraw cases, to confess judgments and to refer cases to arbitration;
  12. to sign and verify plaints, written statements, petitions of claims and objections memoranda of appeal and all kinds of applications and all other forms of pleadings in any such court or office;
  13. to accept service of any summons, notice or writ issued by any court of jurisdiction to the Company or to us on behalf of the Company;
  14. to apply to any court or officer for copies of records and documents or for certified copies of any decree, order or judgement and to obtain such copies;
  15. to apply for inspection of and to inspect judicial records and the documents and records in any public office and to obtain copies of such documents and records;
  16. to file and receive back documents, to deposit and withdraw money and to grant receipts therefor;
  17. to obtain refund of stamp, refund of stamp duty or repayment of court fees;
  18. to appoint and remunerate any barrister, solicitor, advocate, vakil, pleader, mukhtar, revenue agent or any legal practitioner or any accountants, valuers, surveyors and estate agents;
  19. to make and sign applications to appropriate government departments, local authorities or other competent authority for all and any licenses, permissions and consents required by any order, statutory instrument, regulation, byelaw or otherwise in connection with the business, management and affairs of the Company;
  20. to execute all bonds, deeds and documents and give such security as may be required now or at any future time by the Government of Pakistan or by any person, corporate body, company or firm to enable the Company to carry on its business;
  21. to apply or subscribe for, buy, sell, negotiate, transfer, endorse, receive or deliver Government Promissory Notes, Government Securities and such other documents and things of a like nature as may be necessary or proper for carrying on the business of the Company and to do all or any acts and things which may be necessary or expedient in connection therewith;
- to ask, demand, use, recover and receive all rents, interest, debts, moneys, effects, produce, profits, securities, goods, deeds, documents of title, chattels and things which are or may hereafter be due or deliverable to the Company or relate to any of the properties belonging to the Company or on any account whatsoever (expressly including any sum or sums of money which now is or are or may at any time hereafter be payable for or on account of principal, interest or dividend by the Government of Pakistan or by any person, corporate body, company or firm, to the Company as the holder of any securities, debentures and shares or on account of any such securities, debentures and shares being cancelled or paid off or on any other account whatsoever) and to sign and give effectual receipts, acquittances and discharges for the same or any part or portion thereof;



Certified True Copy Muhammad Murtaza Ali CFO/Company Secretary NBP FULLERTON ASSET MANAGEMENT LTD.	
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*Handwritten initials*

23. to receive certificates of shares, stock, debentures, debentures stock and other securities of any company or other corporation to which the Company may now or hereafter be entitled and to receive money due in respect thereof whether by way of principal, interest, profit, dividend or otherwise and to sign and deliver receipts, acquittances and discharges for the moneys so received;
24. to attend, represent, vote or act for the Company at any meeting of members, shareholders, debenture holders, creditors or any class thereof of any company or other corporation in which the Company is interested and to appoint representative or proxies for attending, representing, voting or acting for the Company at all or any such meetings;
25. to make payment to any person, corporate body, company or firm for any service rendered to the Company and for such purposes of the Company as may be necessary for carrying on of the Company business and to sign and deliver receipts, charges, cheques and drafts on the bank and other accounts of the Company or on the customers of the Company and to endorse all bills and bills of exchange received by the Company which may be necessary or may be expedient in the judgement of the Attorney to be signed, endorsed or given for the purpose of carrying on of the Company's business;
26. to obtain securities from any person, corporate body, company or firm for the due performance of any contract in respect of rendering any service or supplying any material to the Company and to accept the same on such terms as may be deemed proper or expedient by the Attorney;
27. to arrange for and accept any surety or sureties guarantor or guarantors for the due performance of any contracts entered into by or on behalf of the Company and to release such surety or sureties and to discharge such guarantor or guarantors in due course;
28. to realize debts due to the Company and to receive any money due to the Company from any person, corporate body, company or firm and to grant receipts and discharges for the same;
29. to purchase, lease, hire or otherwise acquire computer hardware, software, machinery, equipment or fixtures of trade required for the purpose of the Company and its business and to execute such contracts and deeds as may be necessary in respect thereof;
30. to buy all such materials, articles or things as may be required by the Company and to enter into contracts with suppliers and to cancel, modify or vary the same;
31. to acquire office premises for the Company on rent from any person, corporate body, company or firm and execute all agreements, lease deeds and all other related documents in respect thereof;
32. to make payments of all dues and submit plans of buildings relating to the Company's properties or lands on the Company's behalf before any competent authority and to obtain receipts therefor;
33. to negotiate and to enter into and complete contracts with any person, corporate body, company or firm for the sale, lease or purchase of any lands and buildings and for the erection or construction of any buildings and structures and for the installations of any machinery, plant or fixtures on any lands and buildings so leased or purchased and to demolish, alter, repair, add to and improve any building or structure and to let, sub-let, surrender or give up any immovable property held by the Company;
34. to purchase, lease or otherwise acquire vehicles for the company and to sign and execute leases and all other related documents in respect thereof;
35. to prepare, adjust, settle or cause to be prepared adjusted or settled all matters of accounts whatsoever and examine the same and to settle, adjust, arrange, compromise or submit to arbitration any account, debts, disputes, claims, actions, or proceedings in which the Company may be involved;
36. to execute and sign all such deeds and documents as may be required or are proper for or in relation to all or any of the matters or purposes aforesaid;
37. to appoint substitute or substitutes and delegate to such substitute or substitutes all or any of the



Amammad Murtaza Ali  
CFO/Company Secretary  
NSP FULLERION ASSET MANAGEMENT LTD.

34 Certified True Copy  
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Handwritten initials and a signature.

powers and authorities hereby conferred on the said Attorney except that the substitute or substitutes shall not have the power of substitution conferred on the said Attorney and to revoke such appointment as the said Attorney may think fit such substitutes being officers of the Company and any such substituted Attorney or Attorneys shall have power to act on behalf the Company as if such substitute or substitutes had been originally appointed in this deed;

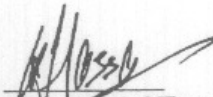
- 38. generally to do all other acts and things incidental to the exercise of the aforesaid powers;
- 39. we hereby agree to ratify and confirm whatsoever the Attorney shall lawfully do or cause to be done pursuant to the powers hereby given.

Notwithstanding anything contained in this power of attorney: (i) the Attorney shall not be authorized to take any action or execute any document in respect of a resolution required to be passed at a meeting of the Board of Directors of the Company, unless the Board specifically authorizes the Attorney in that regard; (ii) the Attorney shall exercise the powers granted hereunder lawfully and legally; and (iii) the Board of Directors of the Company may revoke or alter these powers as and when the Board may deem fit.

IN WITNESS WHEREOF, WE, the authorized Directors of National Fullerton Asset Management Limited have executed this General Power of Attorney and the Common Seal is hereunto affixed on this 4<sup>th</sup> day of October 2005, at Karachi.

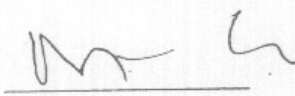
  
Masood Karim Shaikh  
(Director)

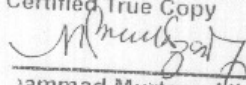



  
Khawaja Iqbal Hassan  
(Director)

323  
Sub-Registrar-II  
Saddar Town, Karachi

WITNESSES

- 1.  - (Nadim Hassan - 61101-38857582)
- 2. \_\_\_\_\_

Certified True Copy  
  
Muhammad Murtaza Ali  
Company Secretary  
NATIONAL FULLERTON ASSET MANAGEMENT LTD.

Signed Before Me  
NOTARY  
**ATTESTED**  
  
Muhammad Naeem Advocate  
06 OCT 2005  
NOTARY PUBLIC  
KARACHI.





# MCB FINANCIAL SERVICES LIMITED

RESOLUTION PASSED IN THE BOARD OF DIRECTORS MEETING HELD ON OCTOBER 21, 2011  
CONSENT TO ACT AS TRUSTEE OF  
NAFA ISLAMIC AGGRESSIVE INCOME FUND  
(FORMERLY NAFA ISLAMIC INCOME FUND)(NIAIF)

RESOLVED that "MCB Financial Services Limited shall act as Trustee of NAFA Islamic Aggressive Income Fund" (Formerly NAFA Islamic Income Fund) (NIAIF) of NBP Fullerton Asset Management Limited.

FURTHER RESOLVED that "Mr. Khawaja Anwar Hussain, Chief Executive Officer, Mr. Faisal Amin, AVP & Head of Operations, and Mr. Muhammad Hasnain Lakhani AVP, be and are hereby authorized to sign jointly (any two) Deeds and Agreements related to NAFA Islamic Aggressive Income Fund" (Formerly NAFA Islamic Income Fund)(NIAIF) in the capacity of Trustee according to the instructions of "NBP Fullerton Asset Management Limited.

ABDUS S. SAMI  
COMPANY SECRETARY

COMPANY SECRETARY  
Karachi.

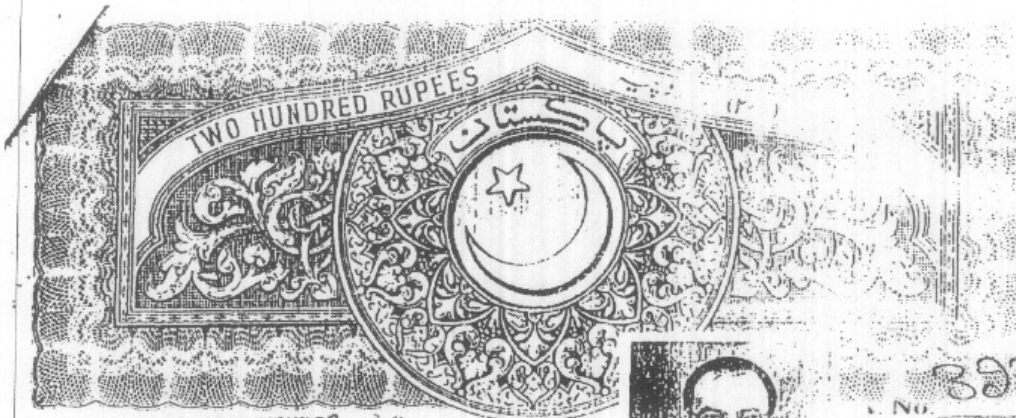


C. No. 323  
Registrar  
Saddar Town, Karachi

28 OCT 2011

CERTIFIED TRUE COPY

Khawaja Anwar Hussain (CEO)  
MCB Financial Services Limited



Stamp of MIRA STAMP VENDOR  
No. 11 Progress Center  
Karachi



No. 323  
Sub-Registrar-II  
Saddar Town, Karachi

Sub-Registrar T. Div. I-B  
Karachi

**SUB-POWER OF ATTORNEY**

**KNOW ALL MEN BY THESE PRESENTS:**

THAT Central Depository Company of Pakistan Limited, a company incorporated under the Companies Ordinance, 1984 and registered with the Securities & Exchange Commission of Pakistan, as a central depository company and having its Registered Office at 8<sup>th</sup> Floor, Karachi Stock Exchange Building, Stock Exchange Road, Karachi (hereinafter referred to as "the Company"), has appointed me, **MOHAMMAD HANIF JAKHURA** son of Mr. Dawood Usman Jakhura, the Chief Executive Officer of the Company as its true and lawful agent and attorney to act for the Company in all matters relating to conduct and management of business and affairs of the Company in terms of the General Power of Attorney dated December 31, 2002, pursuant to the Resolution passed by the Board of Directors in the 86<sup>th</sup> Meeting held on December 23, 2002, which General Power of Attorney has been duly registered in the office of the Sub-Registrar "T" Division, I-B Karachi, under Registered No. 42, Karachi, dated December 31, 2002. (hereinafter referred to as "the General Power of Attorney").

AND THAT under the said General Power of Attorney, I am authorized to delegate all or any of my powers and authorities to Sub-Attorney(s) under Sub-Power(s) of Attorney.

AND THAT since I am required to travel out of Karachi from time to time in connection with the business of the Company or due to

General Manager  
Central Depository Company

*M. Hanif Jakhura*  
*[Signature]*

...business commitments as necessary for me to appoint Sub-Attorney(s) and to issue Sub-Power(s) of Attorney in favour of the Company's designated officer(s) to enable them to act on behalf of the Company from time to time.

NOW THEREFORE BY THESE PRESENTS, I **Mohammad Hanif Jakhura** son of Dawood Usman, holding NIC No. 42201-2279204-9, the Chief Executive Officer and a legally constituted Attorney of the Company, hereby constitute, ordain and appoint **Mr. Aftab Ahmed Diwan** son of Ahmed Diwan, holding NIC No. 42201-0417599-9, the Chief Operating Officer of the Company, as Company's legally constituted Sub-Attorney (hereinafter referred to as "the Sub-Attorney") to do, effectuate and fulfill all or any of the following acts, things and deeds: —

1. To execute all agreements, contracts and other instruments entered into by the Company with any issuers, participants, account holders, investor account holders, eligible pledgees and other persons dealing with the Company, as a central depository, including any stock exchanges and members of stock exchange, National Clearing Company of Pakistan Limited and its clearing members, and related settling banks, to the extent required.
2. Subject to the prior approval of the Board of Directors of the Company, to enter into and execute any arrangements, agreements, contracts, deeds, mandates, guarantees, indemnities, counter-guarantees and other instruments and documents relating to the affairs, business or businesses and operations of the Company and to alter, vary, modify, abrogate or cancel any such arrangements, agreements, contracts, deeds, mandates, guarantees, indemnities, counter-guarantees and other instruments and documents and to do everything on the Company's behalf for the purpose of carrying out and giving effect to any such arrangements, agreements, contracts, deeds, mandates, guarantees, indemnities, counter-guarantees and other instruments and documents either as originally entered into or as so altered, varied or modified.
3. To make and sign applications to Government, Federal, Provincial or City/local and semi-Government departments, agencies and bodies or any other persons or companies or corporations or competent authorities and to appear and represent the Company before the same for the obtaining of all licences, certificates, permissions, no-objections or consents required under any Act, Ordinance, Order, statutory instrument, by-law, administrative directive/Instruction/order or contracts or agreements or arrangements or may otherwise be required in connection with the operations and business or businesses and any transactions of the Company and/or matters related

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Sub-Registrar-II  
Saddar Town, Karachi

therewith.

4. Subject to the prior approval of the Board of Directors of the Company, to settle any debts due to and any claims and demand by or against the Company and to make and give receipts, releases and other discharges for monies payable to the Company and for claims and demands of the Company.
5. To enter into any arrangements or agreements and contracts with any Government, Federal, Provincial or City/local departments or authorities or other person or companies or corporations and to appear and represent the Company before the same and to obtain and acquire from the same any rights, entitlements, powers, authorities, privileges, licenses or concessions and to carry out, exercise or comply with the requirements incidental or related to the same.
6. To draw and sign cheques and other orders for the payment of money on any banks or bankers or any Government Treasury or any other Government establishment, department, officer, any other persons, companies or corporations upon whom, in the usual course of business of the Company as a central depository, it may be necessary or expedient to draw and sign cheques or orders for payment of money and also to designate and authorise signatories of bank accounts in respect of same.

To enter into, sign, seal, deliver and execute all deeds, instruments, documents, contracts and writings whatever and of whatever nature which the Sub-Attorney may think necessary expedient or desirable or which requires to be executed by the Company and in particular but without prejudice to the generality of the foregoing all bonds, deeds and undertakings to be entered into by the Company as surety for any person, firm or company and also all transfers, assurances, mortgages, charges, leases, underleases, tenancy agreements, options, licences, renewals of licences, releases and surrenders TO MAKE, SIGN AND EXECUTE all applications, declarations or submissions and to execute and swear all affidavits which may be proper, requisite or necessary for the purposes of effecting or completing any such transfer, assurance, assignment, mortgage, charge, lease, underlease, tenancy agreement, option, licence, renewal of licence, release or surrender and all supporting and ancillary forms, writings and documents AND TO APPEAR before any Inspector General of Registration or District Registrar or Sub-Registrar of Assurances or other officer or authority having jurisdiction in that behalf and before him or them to present for registration, acknowledge and admit execution of and register all such deeds, instruments, documents and writings as may be made, entered into, signed, sealed, delivered or executed by the Company or by the

Attorney on behalf of the Company in the performance of the powers and authorities herein contained or which the Company has the right or is required to present for registration and register in accordance with the provisions of the Registration Act 1908 or any statutory modification or re-enactment thereof or rule or regulation made thereunder and for the time being in force TO PAY all proper fees, duties and charges which may be incurred in the performance and execution of the powers and authorities herein before contained.

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8. To insure all or any risks of and properties belonging to and/or under the control of or custody of the Company and from time to time to procure insurance coverage against, including but not restricted to, risk management of the business or all or any of the businesses and operations of the Company to such extent and in such manner and on such terms and conditions and with such insurance company or companies as the Sub-Attorney may think proper.



9. To attend and vote and represent the Company at any meeting of the shareholders of any company or corporation, and to act as proxy or appoint a proxy on the Company's behalf upon any shares or other securities held or owned by the Company, or in which the Company may have any interest.

10. Subject to the decision of the Board of Directors of the Company, to call for and demand adjustment accounts now pending or outstanding, or which may hereafter become pending between the Company and any other person or persons whomsoever or in which the Company may be in any way concerned or interested and to pay or receive the balance or balances which may appear to be due on any account, as the case may require.

11. To represent the Company in all matters as a trustee and/or custodian and to act for the Company in all respects in that capacity.

12. To institute, conduct, defend any suits or legal proceedings, whether criminal or civil, by or against the Company or its officers or otherwise concerning its affairs, in any Court or Tribunal or before any Government official; to file appeals, review and revision and other applications and petitions, and in connection therewith, to retain and employ such attorneys, solicitors, advocates, notaries, counsel or other professional aid or assistance as to the Sub-Attorney shall seem fit; and, for that purpose, to sign on the Company's behalf all such authorities and documents as may from time to time be needed or expedient and to sign and verify any pleadings, documents, deeds or any applications and to affirm affidavits and for such

*[Handwritten signature]*

purpose to appear before the courts, judges, magistrates or other officers wherever necessary.

13. To execute, sign, verify, attest, swear and affirm any pleadings, including: plaint, written statement, affidavit, rejoinder, application; Vakalatnama and any other documents which may be necessary and proper and to prefer any appeal/revision and review in the High Court or Supreme Court and to represent the Company before any tribunal, authority/officer for the aforesaid purposes on the Company's behalf.

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Dadar Town, Karachi

14. To sign and file all requisite returns and other forms and statements required to be filed under the Income tax and/or under any other tax laws (including rules made thereunder), to attend to and procure assessments, to file appeals thereagainst, and to engage tax consultants, tax practitioners and other experts in that connection.

15. To sign and file all returns, other forms and statements as may be required to be filed by the Company under any labour or human resources related laws and rules made thereunder.

16. To accept on the Company's behalf service of processes and any notices required to be served on the Company and to acknowledge receipt thereof.

17. To concur in doing any of the acts and things herein mentioned in conjunction with any other person or persons interested in the premises.

18. To do, perform, execute and transact all other acts, matters and things whatsoever, which the Sub-Attorney may consider necessary or expedient in relation to the premises and in the conduct and management of the affairs of the Company notwithstanding that no special power has been conferred on the Sub-Attorney under this Sub-Power of Attorney in respect thereof.

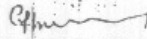
19. And it is hereby declared that the word "person" throughout these presents shall (unless the context shall require a contrary construction) be deemed to include, and shall include any number of persons, and also any foreign government and any firm, corporation, company, association or body politic, municipal, commercial or any other kind whatsoever.

20. I HEREBY UNDERTAKE TO RATIFY AND CONFIRM that all the acts, things and deeds done by the Sub-Attorney by virtue of these presents shall be considered as acts, things and deeds done by the Company i.e. Central Depository Company of Pakistan Limited.



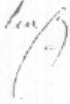
*[Handwritten signature]*

The Specimen Signature of Sub-Attorney is as follows:



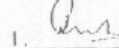
**Aftab Ahmed Diwan**

IN WITNESS WHEREOF, I have executed this Sub-Power of Attorney on 25<sup>th</sup> day of October 2005, before the Witnesses mentioned below.



**EXECUTANT:  
MOHAMMAD HANIF JAKHURA**

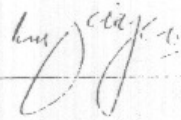
WITNESSES:

1. 

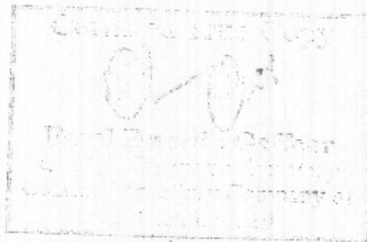
Rasool Hooda  
NIC #: 42101-1741252-1



Muhammad Khurram  
NIC #: 42301-0576375-3



**C. No. 303**  
Sub-Registrar-II  
Saddar Town, Karachi



*Handwritten scribbles*

25 OCT 2003

*S. A. Narejo*  
S. A. Narejo

RECEIVED  
Registration Fee  
Copies Fee  
Endorsement Fee  
Postage Charge

not Affirming Fees covered  
covered Vid Receipt No. 262

*S. A. Narejo*  
Sub-Registrar T. Div. I-A  
Karachi

C. No. 393  
Sub-Registrar-II  
Saddar Town, Karachi

Mr./Mrs./Miss *Mr. ...*  
Chief Executive  
R. 67/15  
Capacity is shown in the ...



*Handwritten notes*  
Sches ... be personally  
dated 25 OCT 2003

*S. A. Narejo*  
Sub-Registrar T. Div. I-A  
Karachi

AGENCY NO. MS  
Book No. 4  
Sub-Registrar T. Div. I-A  
Karachi



M.F. Roll No: U 165157  
2887  
Sub-Registrar, Karachi



42201-2219104-9  
 42201-2219201-1  
 31/03/2013  
 14/03/2013



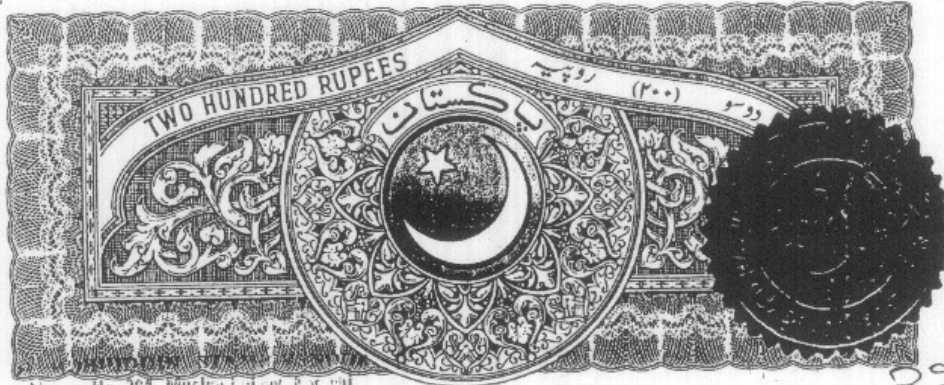
42201-0417600-8  
 30/11/2008  
 31/12/2001



C. No. 393  
 Sub-Registrar-II  
 Saddar Town, Karachi

LW2R64  
 42101-1741252-1  
 28/07/2013  
 14/03/2002

42101-0576375-3  
 31/03/2015  
 02/04/2008



Serial No. 4706

02 FEB 2009

S. P. O. A  
200 (Attended)  
NAME VERIFIED SIGNATURE

**SUB-POWER OF ATTORNEY**



No. 323  
Sub-Registrar-II  
Saddar Town, Karachi



**KNOW ALL MEN BY THESE PRESENTS:**

THAT Central Depository Company of Pakistan Limited, a company incorporated under the Companies Ordinance, 1984, registered with the Securities & Exchange Commission of Pakistan, as a central depository company and having its Registered Office at CDC House, 99-B, Block "B", S.M.C.S.H, Shahrah-e-Faisal, Karachi ((previously at 8<sup>th</sup> Floor, Karachi Stock Exchange Building, Stock Exchange Road, Karachi) (hereinafter referred to as "the Company")), has appointed me, **MOHAMMAD HANIF JAKHURA** son of Mr. Dawood Usman Jakhura, the Chief Executive Officer of the Company as its true and lawful agent and attorney to act for the Company in all matters relating to conduct and management of business and affairs of the Company in terms of the General Power of Attorney dated December 31, 2002, pursuant to the Resolution passed by the Board of Directors in the 86<sup>th</sup> Meeting held on December 23, 2002, which General Power of Attorney has been duly registered in the office of the Sub-Registrar "T" Division, I-B Karachi, under Registered No. 354, of Book No. II, dated December 31, 2002 and M.F. Roll No.5902/1074 dated 31-01-2003 of the Photo Registrar, Karachi. (hereinafter referred to as "the General Power of Attorney").

AND THAT under the said General Power of Attorney, I am authorized to delegate all or any of my powers and authorizations to Sub-Attorney(s) under Sub-Power(s) of Attorney.

AND THAT since I am required to travel out of Karachi from time to time in connection with the business of the Company or due to other business commitment, it is necessary for me to appoint Sub-Attorney(s) and to issue Sub-Power(s) of Attorney in favour of the Company's designated officer(s) to enable them to act on behalf of the Company from time to time.

NOW THEREFORE BY THESE PRESENTS, I **Mohammad Hanif Jakhura** son of Mr. Dawood Usman Jakhura, holding CNIC No. 42201-2279204-9, the Chief Executive Officer and legally constituted Attorney of the Company, hereby constitute, ordain and appoint **Mr. Abdul Samad** son of Mr. Abdul Rasheed, holding CNIC No. 42101-1818807-7, the Head of Share Registrar & Back Office Accounting Services of the Company, as Company's legally constituted Sub-Attorney (hereinafter referred to

as "the Sub-Attorney") to do, effectuate and fulfill and for any of the following acts, things and deeds: —

1. To represent the Company in all matters relating to its registrar/transfer agency services, trusteeship services in relation to mutual funds and custodial and sub-custodial services and to act for the Company in all respects in such capacities.
2. To execute agreements, deeds and documents in relation to the Company's functions as registrar/transfer agent of issuers of securities and for this purpose, to deal with and generally to represent the Company to the issuers and to the holders of shares and securities of such issuers on all matters relating to the Company's services as registrar/transfer agent.
3. To execute trust deeds, supplemental trust deeds, deeds of change of trustees in respect of open-ended, closed-end and pension funds for which the Company is appointed as trustee (collectively "the mutual funds") and to get the same registered with the Sub-Registrar and to appear before the Sub-Registrars and execute and admit the execution thereof and to fulfill all legal and procedural formalities in connection therewith.
4. To appoint custodians and sub-custodians in respect of shares and securities of mutual funds and to execute custodian agreements, sub-custodial agreements and other such related agreements by whatever name called.
5. To institute, conduct, defend any suits or legal proceedings, whether criminal or civil, by or against the Company or its officers or otherwise in relation to its capacity as trustee of mutual funds, as registrar/transfer agents of issuers and/or as custodians of securities held by the Company on account of the clients and concerning any affairs of any mutual funds and/or issuers and/or clients for which the Company may be performing custodial services, in any Court or Tribunal or before any Government official; to file appeals, review and revision and other applications and petitions, and in connection therewith, to retain and employ such attorneys, solicitors, advocates, notaries, counsel or other professional aid or assistance as to the Sub-Attorney shall seem fit; and, for that purpose, to sign on the Company's behalf all such authorities and documents as may from time to time be needed or expedient and to sign and verify any pleadings, documents, deeds or any applications and to affirm affidavits and for such purpose to appear before the courts, judges, magistrates or other officers wherever necessary.
6. To manage, superintend and deal with all the affairs of the Company's Trustee, Registrar/Transfer Agent and/or Custodial Service Departments and to represent the Company to the investment advisers, asset management companies, pension fund managers, issuers of securities, stock brokers, banks, financial institutions, investors, unit holders, certificate holders, distribution companies, investment facilitators, stock exchanges and other concerned persons and entities having dealings with the Company in its capacity as trustee of mutual funds, in its capacity as registrar/transfer agent and in its capacity as custodian or sub-custodian of securities.
7. To attend and vote and represent mutual funds at meetings of the shareholders of any company or corporation, and to act as proxy or appoint a proxy on the Company's behalf as trustee of the Funds and to sign and deliver proxy forms authorizations and other mandates in favour of asset management companies investment advisory companies, pension fund managers, etc. for whose Funds the Company is appointed as trustee.



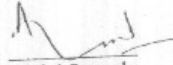
7.

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Sub-Registrar  
Saddar Town, Karachi

8. To accept on the Company's behalf service of processes and any notices required to be served on the Company as trustee of mutual funds, as registrar/transfer agent and as custodian/sub-custodians of securities and to acknowledge receipts thereof.

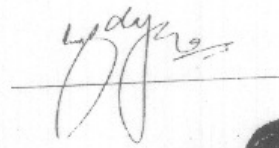
I HEREBY UNDERTAKE TO RATIFY AND CONFIRM that all the acts, things and deeds done by the Sub-Attorney by virtue of these presents shall be considered as acts, things and deeds done by the Company i.e. Central Depository Company of Pakistan Limited in its capacity as trustee, custodian, sub-custodian and as registrar/ transfer agent.

The Specimen signature of the Sub-Attorney is as follows:


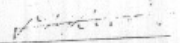
  
Abdul Samad

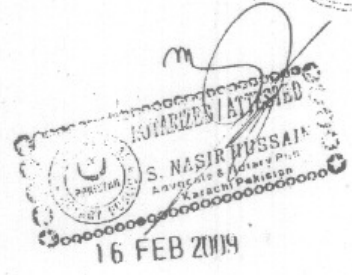
IN WITNESS WHEREOF, I have executed this Sub-Power of Attorney on 4<sup>TH</sup> day of February 2009, before the Witnesses mentioned below.

EXECUTANT:  
MOHAMMAD HANIF JAKHURA



WITNESSES:

-   
Kamran Ahmed Qazi  
NIC #: 42201-0522034-5
-   
Muhammad Khurram  
NIC #: 42301-0576375-3



شناختی نمبر: 42201-2279204-9  
 تاریخ: 30/11/2012  
 50187 1498820

محمد علی احمد  
 15/11/2008

Public Notary Pakistan

حکومت پاکستان  
 قومی شناختی کارڈ  
 42201-2279204-9

14/06/1962

محمد محمود جمال

شناختی نمبر: 42101-1818807-7  
 تاریخ: 30/09/2009  
 50100 199481

محمد رفیق  
 15 FEB 2009

Public Notary Pakistan

حکومت پاکستان  
 قومی شناختی کارڈ  
 42101-1818807-7

05/03/1969

محمد رفیق

شناختی نمبر: 42201-0522034-5  
 تاریخ: 30/06/2009  
 51788 300474

محمد رفیق  
 30/06/2009

Public Notary Pakistan

حکومت پاکستان  
 قومی شناختی کارڈ  
 42201-0522034-5

19/07/1968

محمد رفیق

شناختی نمبر: 42301-0576375-3  
 تاریخ: 30/09/2014  
 51290 4297098

محمد رفیق  
 30/09/2014

Public Notary Pakistan

حکومت پاکستان  
 قومی شناختی کارڈ  
 42301-0576375-3

25/09/1974

محمد رفیق