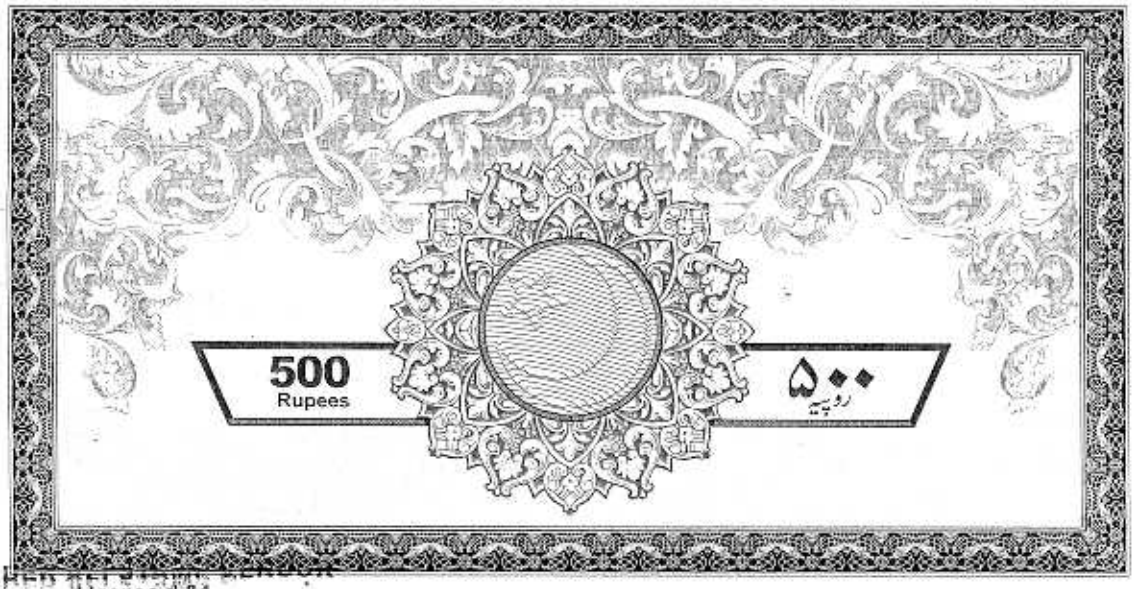
510290



HAIDER ASSOCIATES
Licence # 84
Amina Mariyam Manzil Kara Bhai Karimjee Road,
Flat # 18-B, Block G-48, Nawabad, Karachi.

2 2 NOV 2013

SR. NO. 17204 DATE
ISSUED TO WITH ADDRESS MR. MUHAMMAD NAEEM
THROUGH WITH ADDRESS MR. Advocate HC 326
PURPOSE
VALUE RS. 500 ATTACHED
STAMP VENDOR SIGNATURE

70
Reg. No.
Sub-Registrar-II
Saddar Town Karachi

REGISTRAR II SADDAR TOWN KARACHI

SECOND SUPPLEMENTAL TRUST DEED OF ALHAMRA ISLAMIC INCOME FUND (FORMERLY: MCB ISLAMIC INCOME FUND)

This Second Supplemental Trust Deed of Alhamra Islamic Income Fund (Formerly: MCB Islamic Income Fund) is made and entered into at Karachi, on this 28th day of February, 2017

BY AND BETWEEN

I. **MCB-Arif Habib Savings and Investments Limited**, a listed public limited company incorporated under the Companies Ordinance, 1984 (the "Ordinance"), having its registered office at 24th Floor, Centrepoint, Off Shaheed-e-Millat Expressway, near KPT Interchange, 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;

And

II. **Central Depository Company of Pakistan Limited**, a public limited company incorporated in Pakistan under the Ordinance, having its registered office at CDC House, 99-B, Block B, SMCHS, Main Shahra-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:

A. The Management Company is a Non-Banking Finance Company licensed by the Commission under the Non-Banking Finance Companies (Establishment and Regulation) Rules, 2003, (hereinafter referred to as the "Rules", which expression shall include any amendments thereto) to, inter-alia, carry out asset management services, including investment schemes under trust deeds, and to establish and operate Shariah Compliant unit trusts; (License to undertake asset management services attached hereto as Annexure "A").

Reg. No. 70
Sub-Registrar-II
Saddar Town Karachi

B. The Management Company has been authorized by the Securities and Exchange Commission of Pakistan (the "SECP"/ the "Commission") vides its letter bearing reference No. NBFC/MF-RS/MCBIIF/2011/48 dated January 25, 2011 attached herewith as Annexure "B" to constitute the Trust under the name and title of "MCB Islamic Income Fund" (hereinafter referred to as "the Scheme", or "the Trust" or "the Unit Trust" or "the Fund" or "MCB IIF") and to register this Trust Deed, pending registration of the Scheme as a Notified Entity under Section 282CA of the Companies Ordinance, 1984 ("the Ordinance") for the establishment and operation of the Scheme in accordance with the provisions of the Non-Banking Finance Companies and Notified Entities Regulations, 2008 (hereinafter referred to as "the Regulations") and this Trust Deed;

C. MCB Asset Management Company Limited and the Trustee executed a Trust Deed dated March 07, 2011 to constitute MCB Islamic Income Fund ("Unit Trust" or the "Fund" or the "Scheme" or the "MCB IIF"), which Trust Deed was registered with the Sub-Registrar II, Saddar, Karachi, under Registered No.60 of Book No. IV Addl. dated March 07, 2011 and M.F. Roll No. U-19113/6970 dated March 15, 2011 of the Photo Registrar Karachi, (the "Trust Deed");

D. The Management Company and the Trustee have mutually decided to modify and restate the Trust Deed of the Scheme in line with "Standardized Trust Deed for Mutual Funds" template in accordance with Clause 22.1 of the Trust Deed, vide a First Supplemental Trust Deed of MCB Islamic Income Fund dated May 18, 2015 which was registered with the Sub- Registrar-II, Saddar Town, Karachi, under Registered No. 226 of Book No. IV dated 18-05-2015 and Digital Scanning No. SDII-1815 dated 22-05-2015.

E. MCB Asset Management Company Limited has been amalgamated with and into the Management Company with effect from June 27, 2011. After this date, the Management Company is acting as the Asset Management Company of MCB IIF;

F. In accordance with sub-clause 20.2 of the Modified and Restated First Supplemental Trust Deed, the Management Company and the Trustee have agreed to further amend certain Clauses of Modified and Restated Trust Deed of MCB IIF through this Second Supplemental Trust Deed; and

G. The SECP has approved this Second Supplemental Trust Deed, vide its letter No. SCD/AMCW/MCBAHSIL/MCBIIF/396/2017 dated January 25, 2017 annexed hereto as Annexure "B".

SUB REGISTRAR-II SADDAR TOWN KARACHI

1. **Amendment of Clause 1 of the Trust Deed:**

Clause 1 be and is hereby replaced by the following text:

1. **Name of the Scheme**
Alhamra Islamic Income Fund (Formerly: MCB Islamic Income Fund)

Note: The name of the Fund has been changed from MCB Islamic Income Fund to Alhamra Islamic Income Fund. MCB Islamic Income Fund (the Previous Fund name) appearing anywhere in the Modified and Restated First Supplemental Trust Deed shall be read as Alhamra Islamic Income Fund. The abbreviation of MCB IIF shall also be changed to ALHIIF.

2. **Amendment of Clause 2 of the Trust Deed:**

Clause 2 be and is hereby replaced by the following text:

1. **Category, Type and Benchmark of the Scheme**

Type: ALHIIF is an Open-ended Scheme.

Category: ALHIIF is Shariah Compliant (Islamic) Income Scheme.

Reg. No. 70
Sub Registrar-II

Benchmark: Six (6) months average deposits rates of three (3) A rated Scheduled Islamic Banks or Islamic windows of Conventional Banks as selected by MUFAP.

3. **Amendment of Sub clause 25.50 of the Trust Deed:**

Sub clause 25.50 be and is hereby replaced by the following text:

25.50 **"Trust" or "Unit Trust" or "Fund" or "Alhamra Islamic Income Fund" or "ALHIIF" or "Scheme"** means the Unit Trust constituted by Trust Deed as amended and replaced by Modified and Restated First Supplemental Trust Deed and this Second Supplemental Trust Deed for continuous offers for sale of Units of the Trust.

IN WITNESS WHEREOF THIS SECOND SUPPLEMENTAL TRUST DEED has been executed at the date mentioned herein above.

The Common Seal of MCB-Arif Habib Savings and Investments Limited was hereunto affixed in the presence of

Name: Muhammad Saqib Saleem
Designation: Chief Executive Officer
CNIC: 42201-0415367-1

Seal: _____

The Common Seal of Central Depository Company of Pakistan Limited was hereunto affixed on 28th of February, 2017 in the presence of:

(1)Signature: _____
Name: Abdul Samad
CNIC: 42101-1818807-7
Designation: Asst. Of Trustee-II

(2) Signature: _____
Name: Atiqur-Rehman
CNIC: 42501-9253203-1
Designation: Head of Trustee Unit I.

Seal: _____

WITNESSESS:

(1) Signature: _____
Name: Muhammad Asim
CNIC No: 42301-5557589-3

(2) Signature: _____
Name: Muhammad Asif Mehdi Rizvi
CNIC No: 42101-1589961-3

No. 1249

Presented in the office of
Sub-Registrar Office-II
Saddar Town on Date: 28 FEB 2017.
Between No._____ To_____

Sub-Registrar-II
Saddar Town, Karachi

M. Jagjah

Received Registration Fee as to
Registration Fee: 200
Micro Filming Fee: 1000
Endorsement Fee: 100
Search Fee: 1300
Penalties u/s 25/34:
Postage Carges:

Sub-Registrar-II
Saddar Town, Karachi

Mr./~~Mrs./Miss~~ Mohammad Sajjib Saleem.
S/s./W/~~o./D/o~~ Mohammad Saleem.
Executing Party Occupation C.E.O
Muslim Adults, Age Adult Years -
R/o Karachi.
Karachi admits execution of this deed.
CNIC No. 42201-0415367-1

Mr./~~Mrs./Miss~~ Abdul Samad
S/s./W/~~o./D/o~~ Abdul Rasheed
Executing Party Occupation Head of Trustee II
Muslim Adults, Age Adult Years -
R/o Karachi
Karachi admits execution of this deed.
CNIC No. 42101-1818807-7

Mr./~~Mrs./Miss~~ Aliqar Rehman
S/s./W/~~o./D/o~~ Abul Kalam Azad.
Executing Party Occupation Head of Trustee II
Muslim Adults, Age Adult Years -
R/o Karachi.
Karachi admits execution of this deed.
CNIC No. 42501-9253203-1

IMRAN ALI
ADVOCATE
HIGH COURT
15226/HC

Digital Scanning Unit
Karachi, Sindh

RD:70/SRO:16/
DocType:34

States that he personally knows the above executant and identifies.
Date: 28 FEB 2017

Sub-Registrar-II
Saddar Town, Karachi

Registration Fee Received through Pay Order
Vide P.O. No 10316024 Dated 28.2.2017
Issued By MCB

Note: Adj Fee Pay Order

Sub Registrar II
Saddar Town
Karachi.

SUB-REGISTRAR-II
SADDAR TOWN
KARACHI

Note: Clearing of Pay order deed order for Registration

SUB-REGISTRAR-II
SADDAR TOWN
KARACHI

70

Registered As IV

Date: 02-03-2017

Sub-Registrar-II
Saddar Town, Karachi

SUB-REGISTRAR II, SADDAR TOWN
KARACHI

Bachat ka Doosra Naam
MCB ARIF HABIB

Reg. No. 70
Sub-Registrar-II
Saddar Town Karachi

February 28, 2017

Extract of Circular resolution passed by the Board of Directors of MCB-Arif Habib Savings and Investments Limited on February 27, 2017.

We certify that following resolution was passed by the Board of Directors of MCB-Arif Habib Savings and Investments Limited on February 27, 2017 and has been duly recorded by the Company.

RESOLVED that:

"the Draft Second Supplemental Trust Deed for the change of name of ***MCB Islamic Income Fund*** *to* ***Alhamra Islamic Income Fund****, as approved by the Securities and Exchange Commission of Pakistan be and is hereby approved"*

RESOLVED FURTHER that:

"Mr. Muhammad Saqib Saleem, Chief Executive Officer of the Company be and is hereby authorized to execute the Draft Second Supplemental Trust Deed of ***MCB Islamic Income Fund*** *to be renamed as* ***Alhamra Islamic Income Fund****, with Central Depository Company of Pakistan Limited (CDC), as the Trustee of the Fund, and get the Trust Deed registered under the Trusts Act, 1882 with the Sub-Registrar Assurances at Karachi within the jurisdiction of the registered office of CDC, to appear before the Sub Registrar of Assurances or other officials to execute and admit the execution of the Trust Deeds and to fulfill and comply with all legal, corporate and procedural formalities in connection therewith."*

True Copy

Abdul Basit
CFO & Company Secretary

MCB-Arif Habib Savings and Investments Limited
Head Office: 24th Floor, Centrepoint, Off Shaheed-e-Millat Expressway, Near K.P.T. Interchange, Karachi-74900
UAN: (+92-21) 111-622-24 (111-MCB-AH), 111-468-378 (111-INVEST)
Fax: (+92-21) 35316080, 35316081, URL: www.mcbah.com, Email: info@mcbah.com

1249

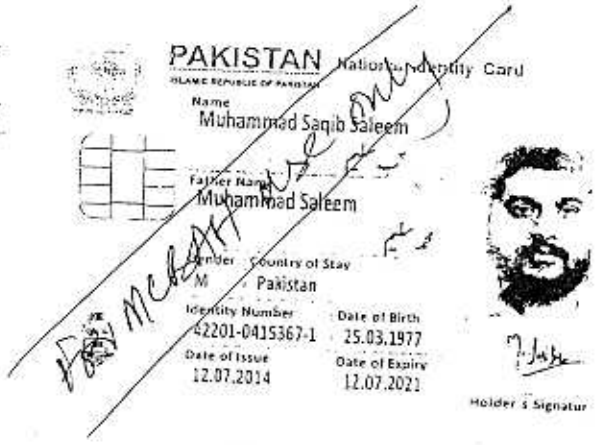
Reg. No. 70
Sub-Registrar-II
Saddar Town Karachi

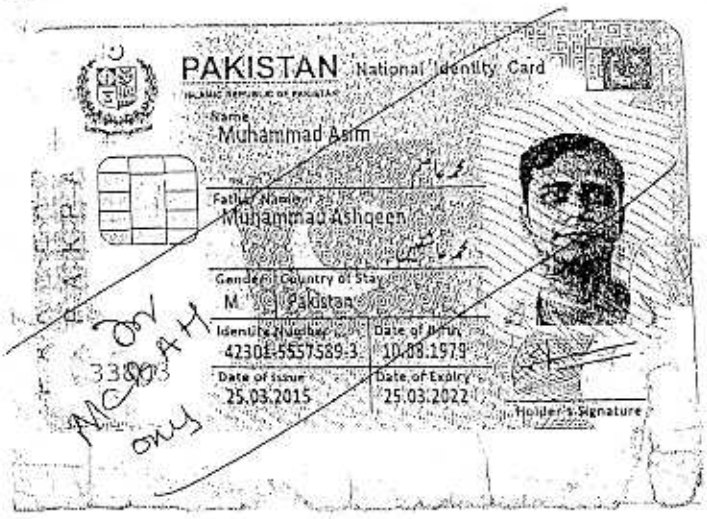
SUB REGISTRAR II, SADDAR TOWN * KARACHI *

Online
Verisys
VERIFICATION SYSTEM

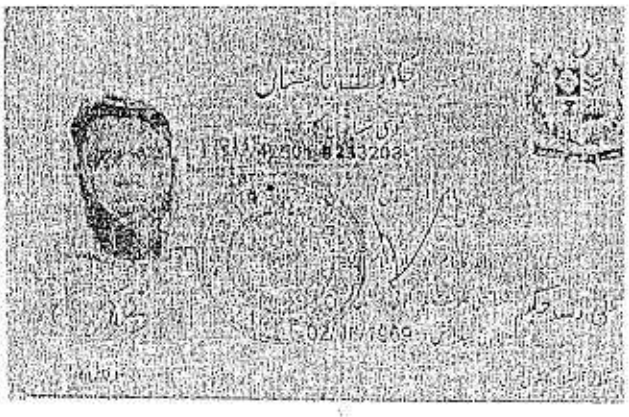
Verification Date: March 17, 2017
Identity Card Number:
42101-1589961-3

حکومت پاکستان
قومی شناختی کارڈ
42101-1589961-3
نام محمد آصف مہدی رضوی
جنس مرد
والد شوہر کا نام قمر مہدی
شناختی علامت کوئی نہیں
تاریخ پیدائش July 26, 1978


PAKISTAN National Identity Card
Name
Muhammad Saqib Saleem
Father Name
Muhammad Saleem
Gender
M
Country of Stay
Pakistan
Identity Number
42201-0415367-1
Date of Birth
25.03.1977
Date of Issue
12.07.2014
Date of Expiry
12.07.2021
Holder's Signatur

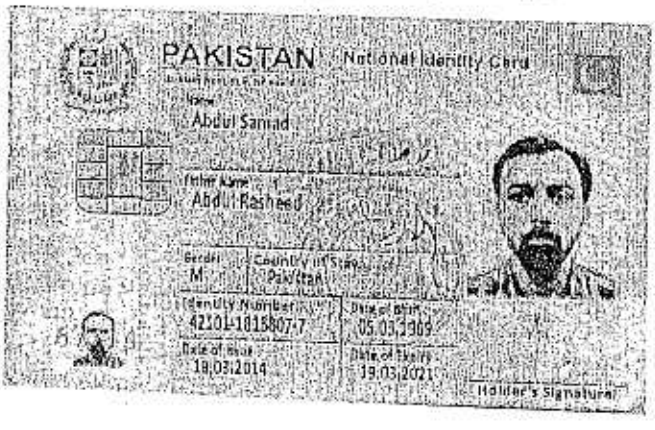

PAKISTAN National Identity Card
Name
Muhammad Asim
Father Name
Muhammad Ashqeen
Gender
M
Country of Stay
Pakistan
Identity Number
42301-5557589-3
Date of Birth
10.08.1979
Date of Issue
25.03.2015
Date of Expiry
25.03.2022
Holder's Signature

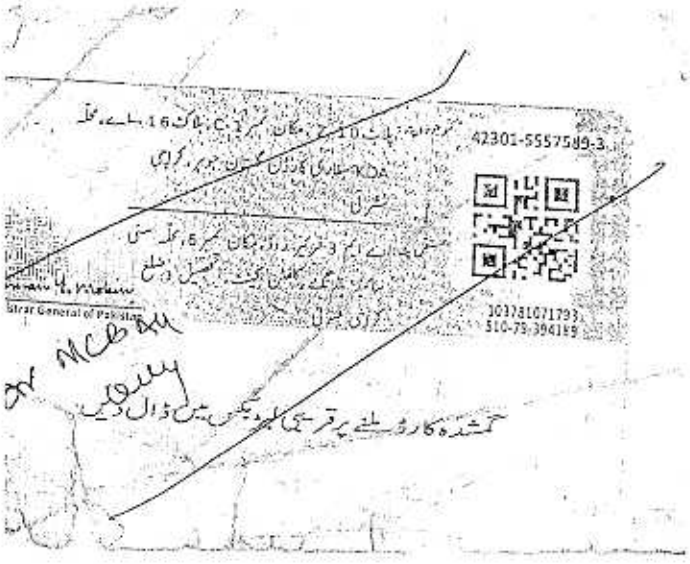
حکومت پاکستان
قومی شناختی کارڈ
42101-1589961-3
تاریخ پیدائش: 26/07/1978

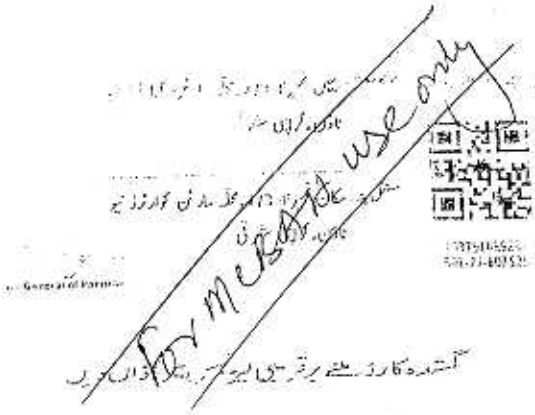


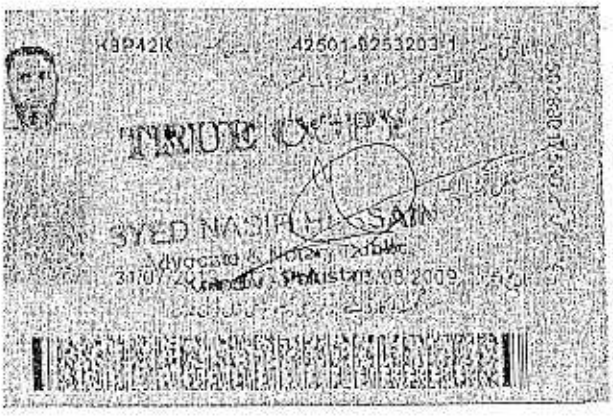
70

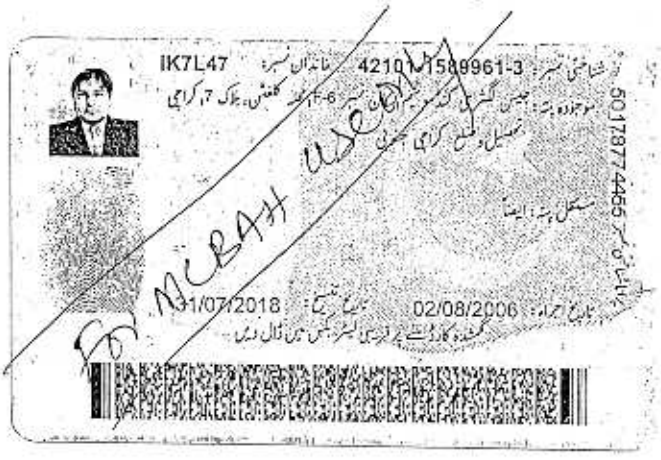
Reg. No.
Sub-Registrar-II
Saddar Town Karachi

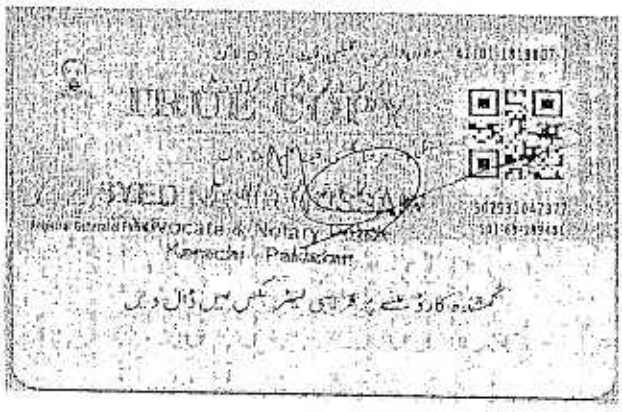

PAKISTAN National Identity Card
Name
Abdul Samad
Father Name
Abdul Rasheed
Gender
M
Country of Stay
Pakistan
Identity Number
42201-1015807-7
Date of Birth
05.03.1969
Date of Issue
19.03.2014
Date of Expiry
19.03.2021
Holder's Signature


42301-5557589-3
For MCB Use only
گمشدہ کارڈ ملنے پر قریبی لیٹر بکس میں ڈال دیں


For MCB Use only


K9P42K
42501-8253203-1
TRUE COPY
SYED NASIR HUSSAIN
Advocate & Notary Public
Karachi, Pakistan


IK7L47
42101-1589961-3
5017877 4455
For MCB Use only
31/07/2018
02/08/2006
گمشدہ کارڈ ملنے پر قریبی لیٹر بکس میں ڈال دیں


TRUE COPY
SYED NASIR HUSSAIN
Advocate & Notary Public
Karachi, Pakistan
گمشدہ کارڈ ملنے پر قریبی لیٹر بکس میں ڈال دیں

Reg. No. 70
Sub-Registrar-II
Saddar Town Karachi.

ANNEXURE 'A'

Securities and Exchange Commission of Pakistan
Specialized Companies Division
Policy, Regulation and Development Department

Licence No. ANCW-[illegible] MCBAHSIL/A-[illegible] 2016 Islamabad, August [illegible] 2016

LICENCE TO CARRY OUT
INVESTMENT ADVISORY SERVICES
AS NON-BANKING FINANCE COMPANY

The Securities and Exchange Commission of Pakistan, having considered the application for the renewal of license to carry out **Investment Advisory Services** submitted by **MCB Arif Habib Savings and Investments Limited** under rule 5 of the Non-Banking Finance Companies (Establishment and Regulation) Rules, 2003 as amended through S.R.O.1131(1)/2007, S.R.O. 271(I)/2010, S.R.O.570(I)/2012 and S.R.O.10029/2015 (the "Rules"), and being satisfied that it would be in the public interest so to do in exercise of powers conferred by sub-rule (9) of rule 5 of the Rules, hereby renews the license of **MCB Arif Habib Savings and Investments Limited** to carry out **Investment Advisory Services** subject to the conditions stated herein below or as may be prescribed or imposed hereafter.

(i) **MCB Arif Habib Savings and Investments Limited** shall comply with the Companies Ordinance, 1984, the Rules, the Non-Banking Finance Companies and Notified Entities Regulations, 2008 (as amended or replaced) and any directives, circulars, codes, notifications and guidelines issued by the Commission.

(ii) **MCB Arif Habib Savings and Investments Limited** shall submit annual, half yearly, quarterly or such other reports as specified in the applicable laws; and

(iii) This license is valid for a period of [illegible] **w.e.f. August 20, 2016** and shall be renewable every three years as specified in the Rules.

REGISTRAR II SADDAR TOWN KARACHI

(Zafar Abdullah)
Commissioner (SCD)

70

Reg. No.
Sub-Registrar-II
Saddar Town Karachi

Securities and Exchange Commission of Pakistan
Specialized Companies Division
Policy, Regulation and Development Department

Licence No. AMCW/17/MCBAHSIL-AMS/07/2016 Islamabad, September 30, 2016

LICENCE TO CARRY OUT ASSET MANAGEMENT SERVICES AS NON-BANKING FINANCE COMPANY

The Securities and Exchange Commission of Pakistan, having considered the application for the renewal of licence to carry out **Asset Management Services** submitted by **MCB Arif Habib Savings and Investments Limited** under rule 5 of the Non-Banking Finance Companies (Establishment and Regulation) Rules, 2003 as amended through S.R.O. 111(1)/2007, S.R.O. 27(1)/2016, S.R.O 570(I)/2012 and S.R.O 1002(I)/2015 (the "Rules"), and being satisfied that it would be in the public interest so to do, in exercise of powers conferred by sub-rule (9) of rule 5 of the Rules, hereby renews the license of **MCB Arif Habib Savings and Investments Limited** to carry out **Asset Management Services** subject to the conditions stated herein below or as may be prescribed or imposed hereafter:

i. **MCB Arif Habib Savings and Investments Limited** shall comply with the Companies Ordinance, 1984, the Rules, the Non-Banking Finance Companies and Notified Entities Regulations, 2008 (as amended or replaced) and any directives, circulars, codes, notifications and guidelines issued by the Commission.

ii. **MCB Arif Habib Savings and Investments Limited** shall submit annual, half yearly, quarterly or such other reports as specified in the applicable laws; and

iii. This licence is valid for a period of three years **w.e.f. August 20, 2016** and shall be renewable every three years as specified in the Rules.

REGISTRAR II, SADDAR TOWN BOS * KARACHI

(Zafar Abdullah)
Commissioner (SCD)

Reg. No. 70
Sub-Registrar-II
Saddar Town Karachi

ANNEXURE 'B'

SECURITIES AND EXCHANGE COMMISSION OF PAKISTAN
SPECIALIZED COMPANIES DIVISION
POLICY, REGULATION AND DEVELOPMENT DEPARTMENT

No. SCD/AMCW/MCBAHSIL/MCBIIF/ 396/2017 January 25, 2017

The Chief Executive,
MCB-Arif Habib Savings and Investments Limited,
24th Floor, Centrepoint, Off Shaheed-e-Millat Expressway,
Near KPT Interchange, Karachi, Postal Code 74900

SUBJECT: SECOND SUPPLEMENTAL TRUST DEED OF MCB ISLAMIC INCOME FUND (MCBIIF)

Dear Sir,

Please refer to your letter dated November 18, 2016 and subsequent correspondence vide emails dated January 24, 2017 and January 25, 2017 whereby you have submitted second supplemental trust deed proposing change of name of fund from MCBIIF to Alhamra Islamic Income Fund for approval of the Commission.

In this connection, I am directed to convey approval to the second supplemental trust deed of MCBIIF enclosed with your aforementioned letter in terms of Regulation 44(6) of the Non-Banking Finance Companies and Notified Entities Regulations, 2008 subject to the condition that MCB Arif Habib Savings and Investments Limited shall mention the former name of the fund along with the new name for a period of one year from the date of registration of the supplemental trust deed in all fund related documents/reports/marketing material and public announcements.

Yours truly,

Raja Ateeq Ahmed
Management Executive

"Say no to Corruption"

SUB REGISTRAR II, SADDAR TOWN * KARACHI *

Cc: Chief Executive officer
Central Depository Company
Trustee- MCB Islamic Income Fund
CDC House, 99-B, Block 'B'
S.M.C.H.S., Main Shahra-e-Faisal
Karachi.

NIC Building, 63 Jinnah Avenue, Blue Area, Islamabad.
Tel: 9207091-4 Ext.486, Fax. No. 9218590, E-mail: ateeq.ahmed@secp.gov.pk

Reg. No. 70
Sub-Registrar II
Saddar Town, Karachi

SUB REGISTRAR II SADDAR TOWN * KARACHI *

60