AZGARD NINE LIMITED

Registered Office: Ismail Aiwan-i-Science,
Off: Shahrah-i-Roomi, Lahore, Pakistan.
Ph: (+92 42) 35761794-95; Fax: (+92 42) 35761791
Email: info@azgard9.com; Website: www.azgard9.com

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is hereby given that an Extraordinary General Meeting of the Members of AZGARD NINE LIMITED ('the Company') will be held on Wednesday, April 04, 2018 at 11:00 am at the Registered Office of the Company Ismail Aiwan-i-Science, Off: Shahrah-i-Roomi, Lahore, Pakistan; to transact the following businesses:

Ordinary Business:

1. To confirm the minutes of the Extraordinary General Meeting of the Company held on January 05, 2018.

2. To elect seven Directors of the Company, as fixed by the Board of Directors in accordance with the provisions of Section 159(1) of the Companies Act, 2017, for a period of three years commencing from the date of election. The retiring Directors are: Mr. Ahmed H. Shaikh, Mr. Nasir Ali Khan Bhatti, Mr. Zahid Mahmood, Ms. Maliha Sarda Azam, Mr. Munir Alam, Mr. Usman Rasheed and Mr. Aamir Ghias. The retiring Directors are eligible for re-election.

Other Business:

3. To transact any other business with the permission of the Chair.

By order of the Board

MUHAMMAD AWAIS
Company Secretary

Lahore: March 12, 2018

NOTES:

1. The Share Transfer Books of the Company will remain closed for the period from March 29, 2018 to April 04, 2018 (both days inclusive). Transfers received in order at the Office of Company's Share Registrar M/s. Hameed Majeed Associates (Private) Limited, H. M. House, 7-Bank Square, Lahore, Pakistan ('Registrar') at the close of business on March 28, 2018 will be considered in time to attend and vote at the Meeting.

2. The Preference Shareholders are not entitled to attend the meeting.

3. A member of the Company entitled to attend and vote at this meeting, may appoint another member as his/her proxy to attend and vote instead of him/her. Proxies, in order to be effective, must be received at the Registered Office of the Company not less than 48 hours before the time for holding the meeting.

4. CDC Account Holders will further have to follow the under mentioned guidelines as laid down by the Securities and Exchange Commission of Pakistan.

A. FOR ATTENDING THE MEETING:

i. In case of individuals, the accounts holders and/or sub-account holder and their registration details are uploaded as per the CDC Regulations, shall authenticate his/her identity by showing his original CNIC or Passport at the time of attending the Meeting.

ii. In case of corporate entity, the Board of Directors' resolution / power of attorney with specimen signature of the nominee shall be produced (unless it has been provided earlier) at the time of the Meeting.

B. FOR APPOINTING PROXIES:

i. In case of individuals, the account holders and/or sub-account holder and their registration details are uploaded as per the CDC Regulations, shall submit the proxy form as per above requirements.

ii. The proxy form shall be witnessed by two persons whose names, addresses and CNIC numbers shall be mentioned on the form.

iii. Attested copies of CNIC or the passport of the beneficial owner and the proxy shall be furnished with the proxy form.

iv. The proxy shall produce his/her original CNIC or original Passport at the time of meeting.

v. In case of corporate entity, the Board of Directors' resolution/power of attorney with specimen signature shall be submitted (unless it has been provided earlier) along with proxy form to the Company.

5. Members may avail video conference facility for this General Meeting at Karachi, provided the Company receives consent (standard format is given below) atleast 10 days prior to the date of the Meeting from members holding in aggregate 10% or more shareholding residing at above location.

The Company will intimate respective members regarding venue of the video-link facility before the date of Meeting along with complete information necessary to enable them to access the facility.

"I/we _____ of _____ being member(s) of Azgard Nine Limited, holder of _____ Ordinary Share(s) as per Registered Folio No./CDC Account No. _____ hereby opt for video conference facility at Karachi in respect of Extraordinary General Meeting of the Company to be held on April 04, 2018.

_____
Signature of Member"

6. Members are requested to notify/submit the following information/documents; in case of book entry securities in CDS to their respective participants/investor account services and in case of physical shares to the Registrar of the Company by quoting their folio numbers and name of the Company at the above mentioned address, if not earlier notified/submitted:

Change in their addresses, if any.

Valid and legible copy of CNIC/Passport (in case of individual) and NTN Certificate (in case of corporate entity). Please note that CNIC number is mandatory for issuance of dividend warrants and in the absence of this information payment of dividend shall be withheld.

Dividend mandate information mentioning title of bank account, International Bank Account Number (IBAN), bank name, branch name, code and address towards direct transfer/credit of cash dividend in your accounts. Please note that all future dividends shall only be paid through online bank transfer as required under Section 242 of the Companies Act, 2017.

7. For any query/problem/information, Members may contact the Company at email companysecretary@azgard9.com and/or the Share Registrar of the Company at above mentioned address and at (+92 42) 37235081-82, email info@hmaconsultants.com. Members may also visit website of the Company www.azgard9.com for notices/information.

"Statement under Section 166(3) of the Companies Act, 2017 and other Information/Requirements, concerning the Election of Directors, is attached alongwith the Notice circulated to the members of the Company, and is deemed an integral part hereof"

STATEMENT UNDER SECTION 166(3) OF THE COMPANIES ACT, 2017 AND OTHER INFORMATION/REQUIREMENTS, CONCERNING THE ELECTION OF DIRECTORS

This statement is annexed as an integral part of the Notice of the Extraordinary General Meeting of the Members of Azgard Nine Limited to be held on Wednesday, April 04, 2018 at 11:00 am at the Registered Office of the Company, Ismail Aiwan-i-Science, Off: Shahrah-i-Roomi, Lahore, Pakistan; and sets out the material facts concerning the Election of Directors.

ELECTION OF DIRECTORS (AGENDA ITEM NO. 2)

Background

The election of Directors was due on 25.08.2012 and was included at Agenda No. 04 of the 19th Annual General Meeting of the Company scheduled for 25.08.2012. However, the Company was unable to hold the election of Directors due to certain stay order(s) from Honorable Courts. Finally, Honorable Lahore High Court, Lahore (the Court) through Order dated 29.11.2017 received on 07.12.2017 directed the Company to hold a meeting of the Company within one month, on the basis of current shareholding, for annulling the previous adjourned meeting (i.e. dated 25.08.2012) and fixing a date for election of Directors. Further, new election of the Board of Directors shall be held within a period of next three months from holding the meeting on the basis of current shareholding. Therefore, an Extraordinary General Meeting was held on January 05, 2018 in compliance with the Order of the Court and all these facts were fully described in the Statement under Section 134(3) of the Companies Act, 2017 annexed with the notice of the said Extraordinary General Meeting.

Now, instant Extraordinary General Meeting is being held for election of Directors within three months from the date of previous Extraordinary General Meeting (i.e. January 05, 2018).

Commencement of Tenure of Board and Number of Directors to be elected

As tenure of Board for which election was to be held on 25.08.2012 has already been expired, therefore the tenure of current Board shall commence from the date of this election. The Board of Directors has fixed number of Directors to be elected as seven (7) in accordance with the provisions of Section 159(1) of the Companies Act, 2017 for a period of three years.

Requirements for submission of documents/information to contest for election of Directors

Any person who seeks to contest the election of Directors shall, whether he/she is a retiring director or otherwise, file with the Company the following documents and information at its registered office not later than fourteen days before the day of the above said meeting:

a) His/her Folio No./CDC Investors Account No./CDC Sub-Account No.

b) Notice of his/her intention to offer himself/herself for the election of Directors in terms of Section 159(3) of the Companies Act, 2017.

c) Consent to act as Director as prescribed under Section 167 of the Companies Act, 2017.

d) Profile along with his/her address to be placed on the website of the Company.

e) An attested copy of Computerized National Identity Card (CNIC)/Passport (in case of foreigner).

f) A declaration that:

He/she is not ineligible to become a director of the Company under the Companies Act, 2017 or other applicable laws and regulations.

He/she is not serving as a director of more than five listed companies including this Company (when elected/appointed as Director). Provided that this limit shall not include the directorship in the listed subsidiaries of a listed holding company.

He/she is not engaged in the business of brokerage, or is not a spouse of such person or is not a sponsor, director or officer of a corporate brokerage house.

He/she has not been declared by a court of competent jurisdiction as defaulter in repayment of loan to a financial institution.

He/she is aware of the duties and powers of Director under the Companies Act, 2017, the Securities Act, 2015, Memorandum and Articles of Association of Azgard Nine Limited, the Listing of Companies and Securities Regulations of Pakistan Stock Exchange Limited, the Listed Companies (Code of Corporate Governance) Regulations, 2017 and all other applicable laws/rules/regulations/codes etc.

g) Person contesting as Independent Director shall also submit a declaration that he/she qualifies the criteria of independence notified under the Companies Act, 2017.

h) Any other document/information he/she think necessary.

Statement of Material Facts under Section 166(3) of the Companies Act, 2017 relating to justification for choosing the appointee for appointment as independent director

In compliance of Section 166(3) of the Companies Act, 2017, for an independent director, consent papers will be accepted from those persons who are in compliance with the Section 166(2) of the Companies Act, 2017.

Interest of Directors

The Directors have no direct or indirect interest in the above said business except as shareholder and that they may also consent for election of Directors likewise.