



# AZGARD NINE LIMITED

Registered Office: Ismail Aiwan-i-Science,

Off: Shahrah-i-Roomi, Lahore, Pakistan.

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## 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 Saturday, April 03, 2021 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 Twenty Seventh Annual General Meeting of the Company held on October 28, 2020.
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. The retiring Directors are: Mr. Zahid Mahmood, Mr. Nasir Ali Khan Bhatti, Ms. Maliha Sarda Azam, Mr. Munir Alam, Mr. Usman Rasheed, Mr. Abdul Hamid Ahmed Dagia and Mr. Abid Hussain. The retiring Directors are eligible to offer themselves 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 11, 2021

### **NOTES:**

1. The Share Transfer Books of the Company will remain closed for the period from March 27, 2021 to April 03, 2021 (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 26, 2021 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. All possible safety measures shall be taken in respect of COVID-19 and relevant SOPs shall be strictly followed including checking of temperature, wearing of face masks, use of hand sanitizer and maintenance of proper social/physical distance. All members physically attending the meeting are requested and expected to cooperate in this respect.
5. In pursuance of Circular No. 4 of 2021 dated February 15, 2021 issued by the Securities and Exchange Commission of Pakistan; the members shall also be entitled to attend this meeting through video link facility/electronic means after completing verification and identification requirements. Members interested in attending this meeting through video link facility/electronic means are requested to register themselves by submitting following particulars at email address companysecretary@azgard9.com before the close of business (i.e. 05.00 pm) on March 31, 2021:

Name	*CNIC No. / Passport No. (in case of foreigner)	Folio No. / CDC Account No.	Mobile No.	No. of Shares Held

\* Please also attach legible scanned copy of CNIC/Passport (in case of foreigner).

The Company will send the link of video/electronic facility and other relevant information to respective members in order to enable them to access the video/electronic facility and attend this meeting.

It is clarified that members attending this meeting by availing above facility shall only vote through postal ballot (if required) in accordance with the relevant requirements.

6. 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 the 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.
7. Members may avail video conference facility for this Extraordinary 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 03, 2021.

\_\_\_\_\_  
Signature of Member”

8. 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. and number of shares held.
  - 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/rules/regulations.
  - He/she is not serving as a director including as an alternate director of more than seven listed companies including this Company (when elected/appointed as Director). Provided that this limit shall not include the directorships in the listed subsidiaries.
  - 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 a Director under the applicable laws/rules/regulations 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 and that his/her name is listed on the data bank of independent directors maintained by an institute/organization duly notified by the Securities and Exchange Commission of Pakistan.
  - An undertaking on non-judicial stamp paper that he/she meets the requirements of Sub-Regulation (1) of Regulation 4 of the Companies (Manner and Selection of Independent Directors) Regulations, 2018 along with relevant supporting information supporting the undertaking.
- h) Any other document/information he/she thinks necessary and/or the Company may require.
9. For any query/problem/information, Members may contact the Company at email [companysecretary@azgard9.com](mailto:companysecretary@azgard9.com) and/or the Share Registrar of the Company at address given herein above and at (+92 42) 37235081-82, email [info@hmaconsultants.com](mailto:info@hmaconsultants.com). Members may also visit website of the Company [www.azgard9.com](http://www.azgard9.com) for notices/information.

### **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 meet the criteria set out for independence under Section 166 of the Companies Act, 2017 and after observing relevant requirements of rules/regulations issued thereunder including availability of their names on the data bank of independent directors maintained by an institute/organization duly notified by the Securities and Exchange Commission of Pakistan. The Company shall ensure that independent directors are elected in the same manner as other directors are elected in terms of Section 159 of the Companies Act, 2017.

## **IMPORTANT NOTICES TO SHAREHOLDERS**

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, at the address given herein above, by quoting their folio numbers and name of the Company, if not earlier notified/submitted:

- **Change in Address:** Change in their addresses, if any.
- **Submission of copy of CNIC/NTN:** 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 payment of cash dividend and in the absence of this information payment of dividend shall be withheld.
- **Dividend Mandate Information:** 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. For convenience, a Standard Request Form has also been made available on the Company's website [www.azgard9.com](http://www.azgard9.com).
- **Email Address:** Valid email addresses as pursuant to Section 223 of the Companies Act, 2017, the Company is allowed to send audited financial statements and reports to its members electronically. For convenience, a Standard Request Form has also been made available on the Company's website [www.azgard9.com](http://www.azgard9.com).

### **Unclaimed Dividend/Shares**

Information of unclaimed dividend/shares has been placed at the website of the Company [www.azgard9.com](http://www.azgard9.com). Respective shareholders are requested to contact Share Registrar of the Company to collect their unclaimed dividend/shares.

### **Deposit of Physical Shares into CDC Account**

As per Section 72 of the Companies Act, 2017; after the commencement of Act from a date notified by the Commission, a company having share capital, shall have shares in book-entry form only. Every existing company shall be required to replace its physical shares with book-entry form in a manner as may be specified and from the date notified by the Commission, within a period not exceeding four years from the commencement of this Act (i.e. May 31, 2017). Therefore, members having shares in physical form are informed to make necessary arrangements to replace their physical shares with book-entry form in CDS.