

LOADS LIMITED

Notice of 39th Annual General Meeting of Loads Limited

Notice is hereby given that the 39th Annual General Meeting of Loads Limited will be held on Monday, October 28, 2019 at 11:30 a.m. at the registered office of the company Loads Limited at Plot No. 23, Sector 19, Korangi Industrial Area, Karachi, to transact the following business:

Ordinary Business

1. To confirm minutes of the Extraordinary General Meeting of Loads Limited held on May 2, 2019.
2. To receive, consider and adopt the Audited Financial Statements of the Company for the year ended June 30, 2019, together with the Directors' and Auditors' Reports thereon.
3. To appoint external auditors of the company for the year ending June 30, 2020 and to fix their remuneration. The retiring auditors, M/s. KPMG Taseer Hadi & Co., Chartered Accountants, being eligible, have offered themselves for re-appointment.
4. Any other business with the permission of the Chair.

Special Business

5. To consider to pass the following resolutions:
 - a) **"RESOLVED THAT** the transaction carried out in the normal course of business with associated companies during the year ended June 30, 2019 be and are ratified and approved."
 - b) **"RESOLVED FURTHER THAT** the Chief Executive of the Company be and is hereby authorised to approve all the transactions carried out and to be carried out in normal course of business with associated companies during the ensuing year ending June 30, 2020 and in this connection the Chief Executive be and is hereby also authorised to take any and all necessary actions, sign/execute any and all such documents/indentures as may be required in this regard on behalf of the Company.

By Order of the Board

October 7, 2019
Karachi

Babar Saleem
Company Secretary

Notes:

- (i) The Share Transfer Books of the Company will remain closed from October 21, 2019 to October 28, 2019 (both days inclusive) and the dividends/bonus will be paid to the Members whose names will appear in the Register of Members on October 18, 2019. Members (Non-CDC) are requested to promptly notify the Company's Registrar of any change in their addresses and submit, if applicable to them, the Non-deduction of Zakat Form CZ-50 with the Registrar of the Company M/s. Central Depository Company of Pakistan Limited, CDC House, 99-B, Block-B, S.M.C.H.S, Main Shahr-e-Faisal, Karachi. Telephone Number: 0800-23275, Fax: (92-21) 34326053, E-mail: info@cdcpak.com. All the Members holding the shares through the CDC are requested to please update their addresses and Zakat status with their Participants.
- (ii) A member entitled to attend and vote at this meeting may appoint another member as his/her proxy to attend and vote for 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 of holding the meeting. A proxy must be a member of the Company. CDC Accounts Holders will further have to follow the guidelines as laid down in Circular 1 dated January 26, 2000 issued by the Securities & Exchange Commission of Pakistan.
- (iii) **For Attending the Meeting**
 - (a) In case of individuals, the account holder or sub-account holder and / or the person whose securities are in group account and their registration detail is uploaded as per the Regulations, shall authenticate their identity by showing his/ her original Computerized National Identity Card ("CNIC") or original Passport at the time of attending the meeting.
 - (b) In case of corporate entity, Board of Directors' resolution/power of attorney with specimen signature of the nominee shall be produced (unless provided earlier) at the time of the meeting.
- (iv) **For Appointing Proxies**
 - (a) In case of individuals, the account holder or sub-account holder is and/or the person whose securities are in group account and their registration detail is uploaded as per the CDC Regulations, shall submit the proxy form as per the above requirement.
 - (b) The proxy form shall be witnessed by two persons whose names, addresses and CNIC numbers shall be mentioned on the form.
 - (c) Attested copies of CNIC or passport of the beneficial owners and the proxy shall be furnished with the proxy form.
 - (d) The proxy shall produce his/her original CNIC or original passport at the time of the meeting.
 - (e) In case of corporate entities, board of directors' resolution/power of attorney with specimen signature of the nominee shall be submitted (unless provided earlier) along with the proxy form to Company.
- (v) **Submission of copies of CNIC and NTN Certificate (Mandatory)**
Pursuant to the directive of SECP, Dividend Warrants shall mandatorily bear the CNIC numbers of shareholders. Shareholders are therefore requested to fulfill the statutory requirements and submit a copy of their CNIC (if not already provided) to the Company's Share Registrar, M/s. Central Depository Company of Pakistan Limited, without any delay.
In case of non-availability of a valid copy of the Shareholders' CNIC in the records of the Company, the company shall be constrained to withhold the Dividend Warrants, which will be released by the Share Registrar only upon submission of a valid copy of the CNIC in compliance with the aforesaid SECP directives.
- (vi) **Distribution of Annual Report through Email**
We are pleased to inform shareholders that the SECP has under and pursuant to SRO No. 787(I)/2014 dated September 8, 2014, permitted companies to circulate their annual balance sheet and pro-fit and loss accounts, auditor's report, chairman's review and directors' report etc. ("Annual Report") along with the notice of annual general meeting ("Notice"), to its shareholders by email. Shareholders of the Company who wish to receive the Company's Annual Report and notices of annual general meeting by email are requested to provide the complete Electronic Communication Consent Form already dispatched, to the Company's Share Registrar, M/s. Central Depository Company of Pakistan Limited. In order to avail this facility a Standard Request Form is available at the Company's website: www.loads-group.pk
- (vii) Pursuant to SECP's Circular No 10 dated 21 May 2014, if the Company receives consent from members holding in aggregate 10% or more shareholding residing at geographical location, to participate in the meeting through video conference at least 10 days prior to the date of meeting, the Company will arrange video conference facility in that city subject to availability of such facility in that city. In this regard please fill the following and submit to registered address of the Company at least 10 days before the date of AGM.

I/We _____ of _____, being member(s) of Loads Limited holder _____ Ordinary share(s) as per Register Folio No. _____ hereby opt for video conference facility at _____.

STATEMENT UNDER SECTION 134(3) OF THE COMPANIES ACT, 2017

This statement sets out the material facts concerning the special business to be transacted at the Annual General Meeting of the Company to be held on October 28, 2019.

1) Agenda Item No. 5

5(a) of the Notice - Transactions carried out with associated companies during the year ended June 30, 2019 to be passed as an Ordinary Resolution

The transactions carried out in normal course of business with associated companies (Related parties) were being approved by the Board as recommended by the Audit Committee on quarterly basis pursuant to clause 15 of the Listed Companies Corporate Governance Regulations, 2017.

During the Board meeting it was pointed out by the Directors that as the majority of Company Directors were interested in this/these transaction(s) due to their common directorship and holding of shares in the associated companies, the quorum of directors could not be formed for approval of this/these transaction(s) which has/have to be approved by the shareholders in the General Meeting.

In view of the above, the transactions conducted during the financial year ended June 30, 2019 with associated company as shown in relevant notes of the Audited Financial Statements are being placed before the shareholders for their consideration and approval/ratification.

The Directors are interested in the resolution to the extent of their common directorships and their shareholding in the associated companies.

5(b) of the Notice - Authorization to the Chief Executive for the transactions carried out with associated companies during the year ended June 30, 2019 to be passed as an Ordinary Resolution

The Company would be conducting transactions with associated companies in normal course of business. The majority of Company Directors were interested in this/these transaction(s) due to their common directorship and holding of shares in the associated companies. Therefore, such transactions with associated companies have to be approved by the shareholders.

In order to comply with the provisions of clause 15 of the Listed Companies Corporate Governance Regulations, 2017, the shareholders may authorize the Chief Executive to approve transactions carried out and to be carried out in normal course of business with associated companies during the ensuing year ending June 30, 2020.

The Directors are interested in the resolutions to the extent of their common directorships and shareholding in the associated companies and privileges attached thereto only.

