



## NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 25<sup>th</sup> Annual General Meeting of the Shareholders of Pace (Pakistan) Limited ("the Company" or "PACE") will be held on Friday, 28 October 2016 at 12:30 p.m. at 2<sup>nd</sup> Floor, Pace Shopping Mall, Fortress Stadium, Lahore Cantt. Lahore, the Registered Office of the Company, to transact the following business:

### Ordinary Business

1. To confirm the minutes of Annual General Meeting held on 31 October 2015;
2. To receive, consider and adopt the audited financial statements of the Company for the year ended 30 June 2016 together with the Directors' and Auditors' reports thereon;
3. To appoint the Auditors of the Company for the year ending 30 June 2017 and to fix their remuneration;

### Special Business

4. To consider and if deemed fit, to pass the following resolutions with or without modifications, addition(s) or deletion(s) as special resolutions for alteration in the Articles of Association of the Company, to set out the members' right to exercise their votes by electronic means as prescribed by the Companies (E-Voting) Regulations as amended or revised from time to time:

**"RESOLVED THAT** pursuant to Section 28 and other applicable provisions, if any, of the Companies Ordinance, 1984 as amended or revised from time to time and any other law(s), a new Article 32-A be added immediately after Article 32;

32-A. In addition to the voting options available to the members under Article 32, the Company shall also provide the option of e-voting to the members i.e. members to vote through electronic means in accordance with the procedure prescribed under the laws for the time being in force.

**"RESOLVED FURTHER THAT** the Articles 37, 40, 41 and 44 of the Articles of Association of the Company be altered to read as under;

37. On a show of hands every member present in person or by proxy shall have one vote and upon a poll every member present in person or by proxy or through electronic means every member or his proxy shall have one vote for every share held by him. Provided always that in case of elections or removal of Directors, voting shall be held in accordance with the provisions of the Ordinance;

40. On a poll or through electronic means, votes may be given either personally or by proxy. Provided that nobody corporate shall vote by proxy as long as a resolution of its Directors in accordance with the provisions of section 162 is in force.

### PACE (PAKISTAN) LTD.

Head Office: 2nd & 3rd Floor, Pace Shopping Mall, Fortress Stadium, Lahore, Pakistan.

Tel: +92-42-36623005-6-8, Fax: +92-42- 36623121-22

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41. The instrument appointing a proxy shall be in writing under the hand of appointer or of his attorney duly authorized in writing. A proxy must be a member of the Company. Provided in case of e-voting, a proxy may or may not be a member of the Company.

44.

**PACE (PAKISTAN) LIMITED**

**Option 1  
Appointing other person as Proxy**

I/we \_\_\_\_\_ S/o D/o W/o \_\_\_\_\_ CNIC being a member of Pace (Pakistan) Limited and holder of \_\_\_\_\_ (number of shares) Class \_\_\_\_\_ Ordinary shares as per Registered Folio No. \_\_\_\_\_ hereby appoint Mr./Mrs./Ms./ \_\_\_\_\_ S/o D/o W/o \_\_\_\_\_ CNIC \_\_\_\_\_ as my/our proxy to vote for me/us and on my/our behalf at the (annual, extraordinary general meeting, as the case may be) of the Company to be held on \_\_\_\_\_ and at any adjournment thereof.

Signed under my/our hands on this \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_\_\_

\_\_\_\_\_  
Signature of member  
(Signature should agree with the specimen signature registered with the Company)

Signed in the presence of:

\_\_\_\_\_  
Signature of Witness 1

\_\_\_\_\_  
Signature of Witness 2

**Option 2  
E-voting as per the Companies (E-voting) Regulations, 2016**

I/we \_\_\_\_\_ S/o D/o W/o \_\_\_\_\_ CNIC \_\_\_\_\_ being a member of Pace (Pakistan) Limited holder of \_\_\_\_\_ Class \_\_\_\_\_ Ordinary share(s) as per Registered Folio No. \_\_\_\_\_ hereby opt for e-voting through intermediary and hereby consent the appointment of execution officer \_\_\_\_\_ as proxy and will exercise e-voting as per the Companies (E-voting) Regulations, 2016 and hereby demand for poll for resolutions. My secured email address is \_\_\_\_\_, please send login details, password and electronic signature through email.

\_\_\_\_\_  
Signature of member  
(Signature should agree with the specimen signature registered with the Company)

Signed in the presence of:

\_\_\_\_\_  
Signature of Witness 1

\_\_\_\_\_  
Signature of Witness 2

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**RESOLVED FURTHER THAT** the Chief Executive Officer or Company Secretary be and is hereby authorized to do all acts, deed and things, take all steps and actions necessary, ancillary and incidental for altering the Articles of Association of the Company including filing of all requisite documents/statutory forms as may be required to be filed with the Registrar of Companies and complying with all other regulatory requirements so as to effectuate the alterations in the Articles of Association and implementing the aforesaid resolutions.

5. To consider dissemination of information regarding Annual Audited Accounts to the Shareholders in soft form i.e. CD/DVD/USB instead of transmitting the same in the form of hard copies:

**“RESOLVED THAT** dissemination of information regarding Annual Audited Accounts to the Shareholders in soft form i.e. CD/DVD/USB as notified by Securities and Exchange Commission of Pakistan vide its SRO No. 470(I)/2016 dated 31 May 2016 be and is hereby approved

By order of the Board

  
Sajjad Ahmad

Company Secretary

Lahore:  
07 October 2016

**Notes:**

- 1) The Members Register will remain closed from 21 October 2016 to 28 October 2016 (both days inclusive). Transfers received at THK Associates (Pvt.) Limited, Ground Floor, State Life Building No. 3, Dr. Ziauddin Ahmad Road, Karachi, the Registrar and Shares Transfer Office of the Company, by the close of business on 20 October 2016 will be treated in time for the purpose of Annual General Meeting.
- 2) A member eligible to attend and vote at the meeting may appoint another member as proxy to attend and vote in the meeting. Proxies in order to be effective must be received by the company at the Registered Office not later than 48 hours before the time for holding the meeting.
- 3) In order to be valid, an instrument of proxy and the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power of attorney, must be deposited at the registered office of the company, 2<sup>nd</sup> Floor, Pace Shopping Mall, Fortress Stadium, Lahore Cantt. Lahore, not less than 48 hours before the time of the meeting.
- 4) a) Individual beneficial owners of CDC entitled to attend and vote at the meeting must bring his/her participant ID and account/sub-account number along with original CNIC or passport to authenticate his/her identity. In case of Corporate entity, resolution of the Board of Directors/Power of attorney with specimen signatures of nominees shall be produced (unless provided earlier) at the time of meeting.

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- b) For appointing of proxies, the individual beneficial owners of CDC shall submit the proxy form as per above requirement along with participant ID and account/sub-account number together with attested copy of their CNIC or Passport. The proxy form shall be witnessed by two witnesses with their names, addresses and CNIC numbers. The proxy shall produce his/her original CNIC or Passport at the time of meeting. In case of Corporate entity, resolution of the Board of Director/Power of attorney along with specimen signatures shall be submitted (unless submitted earlier) along with the proxy form.
- 5) Members are requested to notify any change in their registered address immediately.

**6) Computerized National Identity Card (CNIC) / National Tax Number (NTN)**

CNIC or NTN of the shareholders is mandatory in terms of the directive of the Securities and Exchange Commission of Pakistan contained in S.R.O. 831(I) 2012 dated 5 July 2012 for the issuance of future dividend warrants etc., and in the absence of such information, payment of dividend may be withheld in term of SECP's above mentioned directive. Therefore, the shareholders who have not yet provided their CNICs or NTN are once again advised to provide the attested copies of their CNICs or NTN (if not already provided) directly to our Independent Share Registrar, THK Associates (Pvt.) Limited without any further delay.

**7) Availability of Audited Financial Statements on Company's Website**

The Company has placed the Audited Annual Financial Statements for the ended 30 June 2016 along with Auditors and Directors Reports thereon on its website: [www.pacepakistan.com](http://www.pacepakistan.com)

**8) Transmission of Financial Statements to the Members through E-mail**

In pursuance of SECP notification S.R.O. 787 (I) 2014 dated 08 September 2014, the companies have been allowed to circulate their Annual Balance Sheet and Profit and Loss Accounts, Auditors, Report and Director's Report (Annual Financial Statements) along with Notice of Annual General Meeting (Notice) through E-mail to the members of the Company. Members desiring to avail this facility may provide the requisite information to the Company for which form may be downloaded from the Company's website: [www.pacepakistan.com](http://www.pacepakistan.com)

**STATEMENT UNDER SECTION 160(1)(B) OF THE COMPANIES ORDINANCE, 1984  
PERTAINING SPECIAL BUSINESS.**

This statement sets out the material facts pertaining to the special business to be transacted at the Annual General Meeting of the Company to be held on 28 October 2016.

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The Board of Directors of Pace (Pakistan) Limited ("the Company") in their meeting held on 28 September 2016 has recommended to amend Articles of Association of the Company in compliance with the requirements of The Companies (E-voting) Regulations 2016 in order to set out the members' right to exercise their votes by electronic means as prescribed by the Companies (E-Voting) Regulations as amended or revised from time to time. In the case of E-voting, both members and non-members can be appointed as proxy. The instruction to appoint execution officer and option to e-vote through intermediary shall be required to be deposited with the Company, at least ten (10) days before holding the general meeting, at the Company's registered office address or through email. The Company will arrange E-voting if the Company receives demand for poll for at least five (5) members or by any member or members having not less than one tenth (1/10) of the voting power.

Securities and Exchange Commission of Pakistan vide its SRO No. 470(1)/2016 dated 31 May 2016 has allowed dissemination of information regarding Annual Audited Accounts to the Shareholders in soft form i.e. CD/DVD/USB instead of transmitting the same in the form of hard copies. However, for convenience of the shareholders standard request form will be uploaded on the Company's website for those who opt to receive hard copies (in book form) of the Annual Audited Accounts at their registered addresses:

The Directors of the Company have no interest, directly or indirectly in the above business.

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