

PAKISTAN HOTELS DEVELOPERS LTD.

Notice of Extra Ordinary General Meeting

Notice is hereby given to all the members of Pakistan Hotels Developers Ltd. that an Extra Ordinary General Meeting of the Company will be held on Monday, 21st December, 2015 at 11:00 a.m at the Registered Office of the Company 195/2, Main Shahrah-e-Faisal, Karachi to transact the following business.

1. To confirm the minutes of 36th Annual General Meeting of the Company held on 27th October, 2015.
2. To elect 09 (Nine) Directors as fixed by the Board of Directors in accordance with the requirement of section 178 (1) of the Companies Ordinance, 1984 for a period of 3 years commencing from 21st December, 2015.

The present Directors who are retiring are as follows:

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|--------------------------|---------------------|
| - Mr. Mansoor Baweja | - Mr. Mohsin Baweja |
| - Mr. Muzaffar F. Baweja | - Mr. Zaheer Baweja |
| - Mr. Zubair Baweja | - Mr. M.A. Majeed |
| - Mst. Shahida Begum | |

All the above retiring Directors are eligible for re-election.

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

Karachi
30th November, 2015

By the Order of the Board
Fahad Iqbal Khan
Company Secretary



Notes:

1. The share transfer books of the company shall remain closed from 14th December, 2015 to 21st December, 2015 (Both days inclusive). Transfers, complete in all respects, received at our Independent Share Registrar Office M/s. Technology Trade (Pvt) Ltd., Dagia House, 241-C, Block 2, P.ECH.S., Off: Shahrah-e-Quaideen, Karachi or to Company Secretary of Pakistan Hotels Developers Ltd., Mezzanine Floor, Regent Plaza Hotel, Karachi by 12th December, 2015 will be entitled to attend and vote in the meeting.

2. Any member who seeks to contest an election to the office of Directors shall, whether he/she is retiring director or otherwise, file the following with the Company Secretary at its registered office 195/2, Regent Plaza Hotel, Main Shahrah-e-Faisal, Karachi not later than 14 days before the date of Extra Ordinary General Meeting at which elections are to be held.
 - a. His/her intention to offer himself/herself for the election in terms of section 178(3) of the Companies Ordinance, 1984 together with a consent in Form 28.
 - b. Declaration in respect of being compliant with the requirements of the Code of Corporate Governance – 2012 and the eligibility criteria as set out in the Companies Ordinance, 1984 to act as Director of Listed Companies.
 - c. Complete profile with his / her address.

A copy of the relevant documents may be obtained from the office of the Company Secretary.

3. A member eligible to attend and vote at the Extraordinary General Meeting is entitled to appoint another Member as his/her proxy to attend and vote on his/her behalf.
4. Instrument appointing proxy to be valid must be properly filled-in/executed attached with certified copies of CNIC/Passport) of the member of and his proxy and shall be witnessed by two persons whose names addresses and CNIC numbers shall be mentioned on the form. For the persons representing a corporate entity, original power of attorney duly notarized mentioning (1) the Folio Number (2) CNIC of the member giving power (3) Folio Number of Attorney and his CNIC Number be deposited with Company's Share Registrar Office at least 48 hours before the time of the meeting and must be duly stamped and signed. No Power of Attorney will be accepted if the signature of member giving the Power of Attorney or that of the Attorney does not tally with the record of the Company or such Power of Attorney does not comply with any of these conditions.
5. A corporate entity, which is a member of the Company, may by resolution of its Board of Directors of Governing Body authorize a person to act as its representative at the meeting.
6. Members are requested to notify the Company promptly of any change in their addresses.
7. In the absence of CNIC, the receipt of CNIC application with NADRA along with old /expired NIC/CNIC will also be acceptable wherever the CNIC is required.



8. CDC account holders are required to comply with the following guidelines of the Securities and Exchange Commission of Pakistan.

For Attending the Meeting

- i) In case of Individuals, the account holder or sub account holder and / or the person whose securities are in group account and their registration details are uploaded as per the regulations, shall authenticate his or her identity by showing his / her original Computerized National Identity Card (CNIC) or Original 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.

For Appointing Proxies .

- i) In case of individuals, the account holder or sub-account holder and / or the person whose securities are in group account and their registration details are uploaded as per the regulations, shall submit the proxy form as per the above requirement.
- 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 owners and of the proxy shall be furnished with proxy form.
- iv) The Proxy shall produce his / her original CNIC or original passport at the time of the meeting.
- v) In case of a corporate entity, the Board of Directors resolution / power of attorney with specimen signatures shall be submitted (unless it has been provided earlier) along with form to the company.

