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Company Secretary

SINGER PAKISTAN LIMITED

Plot No. 39, Sector 19, Korangi Industrial Area, Karachi.

SINGER®

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is hereby given that an Extraordinary General Meeting of **SINGER PAKISTAN LIMITED** will be held on Friday, 11 August 2017 at 10.30 a.m., at Factory Premises Plot No. 39, Sector 19, Korangi Industrial Area, Karachi, Pakistan. to transact the following businesses:

Ordinary Business

1. To elect seven directors of the Company as fixed by the Board of Directors in their meeting held on 07th July 2017 in accordance with the provisions of section 159 (1) of the Companies Act 2017 for a period of three years with effect from 11 August 2017 in place of retiring directors namely:

- | | |
|----------------------------|--------------------------------|
| 1. Mr. Umair Khan | 2. Mr. Haroon Ahmad Khan |
| 3. Mr. Zafar Uddin Mehmood | 4. Brig. Mukhtar Ahmed (Retd.) |
| 5. Mr. Adnan Aftab | 6. Mr. Moazzam Ahmad Khan |
| 7. Mr. Rasheed Y. Chinoy | |

Any person who seeks to contest the election, whether he is a retiring director or otherwise, must file with the Company at its registered office situated at Plot No. 39, Sector 19, Korangi Industrial Area, Karachi, Pakistan. Tel: 92 – 21 – 35052941 - 5, Fax: 92 – 21 – 35052956, not later than fourteen (14) days before the date of Extraordinary General Meeting, a notice of his / her intention to offer himself / herself for election as a director alongwith relevant declaration as required under the “Code of Corporate Governance”.

Special Business

2. To obtain consent of the shareholders in terms of S.R.O 470 (1)/2016 dated May 31,2016 issued by Securities and Exchange Commission of Pakistan (SECP), for the transmission of annual audited financial statements, auditor's report and directors' report etc. (annual audited accounts) to members through CD/DVD/USB at their registered addresses.

To consider and, if thought fit, pass with or without modification the following Resolution:

RESOLVED “That pursuant to compliance of S.R.O 470(1)/2016 dated May 31,2016 the Company may circulate the annual audited financial statements, auditor's report and directors' report etc. (annual audited accounts) to its members through CD/DVD/USB at their registered addresses.”

3. To approve the holding of office of profit by the Directors of the Company.

A statement under Section 134(3) of the Companies Act, 2017 setting forth the material facts concerning the Special Business to be considered at the Meeting is being sent to the Members, along with the copy of this notice.

BY ORDER OF THE BOARD



TAUSEEF AHMED ZAKAI
COMPANY SECRETARY

Karachi: 07th July 2017

NOTES

MEMBERS' REGISTER CLOSURE

- 1) The Share Transfer Books of the Company will be closed and no transfer will be accepted for registration from 1 August 2017 to 11 August 2017 (both days inclusive).

APPOINTMENT OF PROXY (IES)

- 2) A Member of the Company entitled to attend, speak and vote at the Extraordinary General Meeting is entitled to appoint another person as his / her proxy to attend, speak and vote instead of him / her and a proxy so appointed shall have such rights, as respects attending, speaking and voting at the Extraordinary General Meeting as are available to the Member. Proxy Forms, in order to be effective, must be received at the Registered Office of the Company not less than 48 hours before the Meeting. The proxy need not be a Member of the Company. The proxy shall produce his / her original Computerized National Identity Cards (CNIC) or passport to prove his / her identity. The Registered Office of the Company is located at Plot No. 39, Sector 19, Korangi Industrial Area, Karachi.
- 3) In case of corporate entity, the Board of Directors' / Trustees' resolution / power of attorney with specimen signature of the nominee shall be submitted with the proxy form to the Company, and the same shall be produced in original at the time of the meeting to authenticate the identity.
- 4) Members are requested to notify any change in their addresses immediately to our Registrar.
- 5) Members who have not yet submitted photocopy of their Computerized National Identity Cards (CNIC) are requested to send the same to our Registrar at the earliest.
- 6) CDC Account Holders will further have to follow the under-mentioned guidelines as laid down in Circular 1 dated January 26, 2000 issued by the Securities and Exchange Commission of Pakistan:

A. 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 / her identity by showing his / her original Computerized National Identity Card (CNIC), or original passport at the time of attending the meeting. CDC account holders are also requested to bring their CDC participant ID numbers and account number.
- ii) In case of corporate entity, the Board of Directors' / Trustees' 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 APPOINTMENT OF 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 (note 2 above).
- 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 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 the meeting.

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

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 Extraordinary General Meeting of SINGER PAKISTAN LIMITED to be held on Friday, 11 August 2017.

ITEM NO. 2 OF THE AGENDA

Holding of office of profit by the directors (including Alternate Directors)

The approval of the members of the Company will be sought for the holding of office of profit by the Directors of the Company in accordance with their respective terms and conditions of service. For this purpose, it is proposed that the following resolution be considered and passed as an ordinary resolution, namely:

“Resolved that the Directors of the Company be and are hereby authorized to hold their respective offices of profit as executives of the Company under their respective contracts of service and that they be allowed benefits arising under their respective contracts of service, and the applicable service rules of the Company and that they be paid by way of remuneration, exclusive of allowances, perquisites and retirements benefits to which they are entitled under their respective contracts of service and applicable service rules, such sums as the Directors may determine”.

“Further Resolved that in the event of any of the aforesaid offices of profit falling vacant, the approval hereby given shall be equally applicable to any other person appointed to fill such vacancy”.

The Directors (including Alternate Directors) of the Company are interested in the above resolution to the extent of their remuneration.

ITEM NO. 3 OF THE AGENDA

Transmission of financial statements through CD/DVD/USB

To give effect to the S.R.O 470(1)/2016 dated May 31, 2016 issued by Securities and Exchange Commission of Pakistan (SECP), shareholders' approval is being sought to allow the company to circulate the annual audited financial statements, auditor's report and directors' report etc. (annual audited accounts) to its members through CD/DVD/USB at their registered addresses.

The Company however, shall place on its website i.e. www.singer.com.pk, a standard request Form to enable those members requiring a hard copy of the annual audited accounts instead of through CD/DVD/USB, to intimate the company of their requirement. The Company shall dispatch free of cost hard copy of the annual audited accounts to such members at their registered address, within one week of receipt of request.

The directors are not interested in this business except as shareholders of the Company.

SINGER®

EXTRAORDINARY GENERAL MEETING

FORM OF PROXY

The Company Secretary
Singer Pakistan Limited,
Plot No. 39, Sector 19,
Korangi Industrial Area, Korangi
KARACHI.

I/We _____

Of _____

being a member of **Singer Pakistan Limited** hereby appoint _____

Of _____

as my / our proxy in my / our absence to attend, speak and vote for me / us and on my /our behalf at the Extra Ordinary General Meeting of the Company to be held on Friday, 11 August 2017 and at any adjournment thereof.

As witness my / our hand this _____ day of _____ 2017.

Witness No.1

Name: _____

Address: _____

CNIC No. _____

Signature of Member(s)

(Name in Block letters)

Witness No.2

Name: _____

Address: _____

CNIC No. _____

Folio No. _____

Participant ID No. _____

Important: _____

Important:

- CDC Account Holders are requested to strictly follow the guidelines mentioned in the Notice of Meeting.
- A Member entitled to attend a General Meeting is entitled to appoint a proxy to attend and vote instead of him/her.
- Members are requested:
 - To affix Revenue Stamp of Rs. 5/- at the place indicated above.
 - To sign across the Revenue Stamp in the same style of signature as is registered with the Company.
 - To write down their Folio Numbers / CDC Account Numbers.
- This form of proxy, duly completed and signed across a Rs. 5/- revenue stamp, must be deposited at the Company's Registered Office not less than 48 hours before the time for holding the meeting.

Rs. 5/-
Revenue
Stamp

SINGER®

غیر معمولی عام میٹنگ

پراکسی فارم

دی کمپنی سیکریٹری
سنگر پاکستان لمیٹڈ
پلاٹ نمبر ۳۹، سیکٹر ۱۹، کورنگی انڈسٹریل ایریا، کراچی، پاکستان۔

میں مسمیٰ / مسماة _____ ضلع _____ بحیثیت ممبر سنگر پاکستان لمیٹڈ

مسمیٰ / مسماة _____ ضلع _____ کو بطور مختار (پراکسی) مقرر کرتا ہوں تاکہ وہ میری طرف سے کمپنی

کے غیر معمولی اجلاس میں شرکت، گفتگو اور ووٹ کا اندراج کرا سکے جو بتاریخ _____ بروز _____ منعقد ہو رہا ہے۔

دستخط آج بروز _____ بتاریخ _____ ۲۰۱۷ء

گواہ (الف)

دستخط _____

نام _____

پتہ _____

کمپیوٹرائزڈ شناختی کارڈ نمبر _____

گواہ (ب)

دستخط _____

نام _____

پتہ _____

کمپیوٹرائزڈ شناختی کارڈ نمبر _____

اہم نکات

- سی ڈی سی حصص داران سے گزارش ہے کہ غیر معمولی اجلاس کے نوٹس میں درج ہدایات پر عمل درآمد کریں۔
- نومبر غیر معمولی اجلاس میں شرکت کا اہل ہے وہ کسی کو اجلاس میں ووٹ کے اندراج کیلئے مختار کار مقرر کرنے کا اہل بھی ہے۔
- ممبران سے درخواست ہے کہ:
 - (الف) ۵ روپے کارڈیو اسٹیٹ مندرجہ بالا باکس میں چسپاں کریں۔
 - (ب) ریونیو اسٹیٹ پر اس طرح دستخط کریں جس طرز میں کمپنی کے پاس رجسٹرڈ ہوں۔
 - (پ) فولیو نمبر / سی ڈی سی اکاؤنٹ نمبر درج کریں۔
- مکمل پراکسی فارم بمعہ دستخط اور ریونیو اسٹیٹ کے طے شدہ وقت سے کم از کم ۴۸ گھنٹے قبل موصول ہو جائے۔