

## Notice of the 7<sup>th</sup> Extra Ordinary General Meeting

Notice is hereby given that the 7<sup>th</sup> Extra Ordinary General Meeting of the shareholders of the company shall be held on Monday July 23, 2018 at Hotel Crown Plaza, Islamabad at 12 p.m. to conduct the following business:

### ORDINARY BUSINESS

1. To confirm the minutes of the 16<sup>th</sup> Annual General Meeting of the Company held on April 25th, 2018.
2. To elect Directors of the Company for the term of three years commencing from July 23, 2018 in accordance with the provisions of the Companies Act . The present Board comprised of the following
  1. Mr. Ihsan Ul Haq Khan (*Nominated Director*)
  2. Ms. Mehnaz Saleem (*Elected Director*)
  3. Mr. Bilal Mustafa (*Elected Director*)
  4. Mr. Mir Javed Hashmat (CEO)
  5. Mr. Dilshad Ali Ahmad (*Nominated Director*)
  6. Mr. Ateeq Ur Rehman (*Elected Director*)
  7. Mr. Mohammad Farrukh Mansoor Malik (*Nominated Director*)

Elected Directors shall retire on 22<sup>nd</sup> July 2018 .Number of directors to be elected has been fixed at three by the present Board, in terms of Section 159 (1) of the Companies Act 2017 Accordingly three directors shall be elected in the meeting. The total number of directors, after the election shall be seven (including the CEO).

### 3.Special Business

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 Report ) to members through CD/DVD/USB at their registered addresses.

To consider and, if thought fit, pass with or without modification the following Resolution as an ordinary 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 Report) to its members through CD/DVD/USB at their registered addresses."

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.

4. To transact any other business with the permission of the Chair.

Karachi: June 28, 2018

By Order of the Board

Company Secretary



**Notes:**

1. The Register of the members of the Company will remain closed from July 17, 2018 to July 23, 2018 (both days inclusive).
2. A member entitled to attend and vote at the meeting is entitled to appoint another member as proxy to attend, speak and vote in the meeting. Proxies in order to be effective must be received by the company at the main office situated at Office # 304, 3<sup>rd</sup> Floor, Business Arcade, Shahrah-e-Faisal, Karachi not less than 48 hours before the time of holding the meeting.
3. An instrument appointing 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, in order to be valid must be deposited at the main office of the company not less than 48 hours before the time of the meeting.
4. CDC account holders will further have to follow the under mentioned guidelines as laid down by the Securities and Exchange Commission of Pakistan.

**For attending the meeting.**

- In case of individuals, the account holder or sub-account holder 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. The shareholders registered on CDS are also requested to bring their participants I.D. numbers and account numbers in CDS.
- In case of a corporate entity, the Board of Director's resolution/power of attorney with specimen signature of the nominee shall be produced (unless it has been provided earlier) at the time of meeting.

**For appointing proxies.**

- 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 requirements.
  - The proxy shall be witnessed by two persons whose names, address and CNIC numbers shall be mentioned on the form.
  - Attested copies of CNIC or the passport of the beneficial owners and the proxy shall be furnished with the proxy form.
  - The proxy shall produce his/her original CNIC or original passport at the time of the meeting.
  - In case of corporate entity, the Board of Director's resolution/power of attorney with specimen signature of the nominee shall be produced (unless it has been provided earlier) along with the proxy form for the meeting.
5. Shareholders are requested to notify the change of their address, if any, at our main office at Office # 304, 3<sup>rd</sup> Floor, Business Arcade, Shahrah-e-Faisal, Karachi.
  6. If the company receives consent from members holding at least 10% shareholding residing at a geographical location to participate in the meeting through video link facility, the company will arrange video link facility in that city. Members holding requisite shareholding should send a duly signed request at least 7 days before the meeting to the Main office of the company at Office No: 304, 3<sup>rd</sup> Floor, Business Arcade, Shakra-e-Faisal, Karachi

### **Election of Directors**

The term of office of the elected Directors of the Company will expire on 22 July 2018. In terms of Section 159 (1) of the Companies Act 2017, the directors have fixed the number of directors at three to be elected in the extraordinary general meeting for a period of three years .

Any person who seeks to contest election to the office of director shall, whether he is a retiring director or otherwise, file with the Company at its main Office # 304, 3<sup>rd</sup> Floor, Business Arcade, Shahrah-e-Faisal, Karachi, not later than fourteen days before the day of the meeting, the following documents:

- i. Notice of his/her intention to offer himself/herself for election of directors in terms of Section 159(3) of the Companies Act 2017 , together with the consent to act as a director under Section 167 of the Companies Act 2017;
- ii. A detailed profile along with office address as required under SECP's SRO 25 (1) 2012 dated 16 January 2012. All profiles received shall be placed on the website of the company 7 days before the election as required under SECP SRO 634(1)2014 dated July 10, 2014;
- iii. A director must be a member of the company at the time of filing of his/her consent for contesting election of directors.
- iv. A declaration confirming that:
  - 1) He/she is aware of duties and powers under the relevant laws, Memorandum & Articles of Association of Company and listing regulations of stock exchanges;
  - 2) He/she and his/her spouse does not engage in business of stock brokerage;
  - 3) No person shall be elected or nominated as director of more than five (5) Public Sector Companies or listed companies simultaneously except their subsidiaries
  - 4) He/she is not ineligible to become a director of a listed company under any applicable laws and regulations.

### **STATEMENTS UNDER SECTION 134 (3) OF THE COMPANIES ACT 2017 IN RESPECT OF SPECIAL BUSINESS**

This Statement sets out the material facts concerning the Special Business to be transacted at the Extraordinary General Meeting of SME Leasing limited to be held on 23<sup>rd</sup> July, 2018.

#### **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.smelease.com](http://www.smelease.com), 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.



# Proxy Form

I/We \_\_\_\_\_  
of \_\_\_\_\_ (full address)

being a member of SME Leasing Limited hereby appoint \_\_\_\_\_  
of \_\_\_\_\_ (full address)

or failing him/her \_\_\_\_\_  
of \_\_\_\_\_ (full address)

as my / our Proxy to attend and vote for me / us and on my / our behalf at the 7<sup>th</sup> Extraordinary Annual General Meeting of the Company to be held on July 23, 2018 and at any adjournment thereof.

Signed this \_\_\_\_\_ of \_\_\_\_\_ 2018.  
(day) (date, month)

Signature of Member: \_\_\_\_\_

Folio Number: \_\_\_\_\_

Number of shares held : \_\_\_\_\_

Witnesses:

1. \_\_\_\_\_
2. \_\_\_\_\_

Please affix  
Revenue Stamp

Signature and Company Seal

1. A member entitled to attend and vote at a General meeting is entitled to appoint a Proxy to attend and vote instead of him / her.
2. The instrument appointing a Proxy shall be in writing under the hand of the appointer or of his / her attorney duly authorized in writing, if the appointer is a corporation, under its common seal or the hand of an officer or attorney duly authorized. A Proxy need to be a Member of the Company.
3. The instrument appointing a Proxy, together with the Power of attorney, if any, under which it is signed or a notarially certified copy thereof, should be deposited at the Main Office of the Company at least 48 hours before the time of the meeting.
4. Any individual Beneficial Owner of the Central Depository Company, entitled to vote at this meeting must bring his / her National Identity Card with him / her as proof of his / her identity, and in case of Proxy, must enclose an attested copy of his / her National Identity Card. Representative of corporate entity, shall submit Board of Directors resolutions / power of attorney with specimen signature (unless it has been provided earlier) along with proxy form of the Company.