

# **NOTICE OF EXTRA ORDINARY GENERAL MEETING**

## **Saudi Pak Leasing Company Limited**

Notice is hereby given that an Extraordinary General Meeting of Saudi Pak Leasing Co. Limited will be held on Saturday, January 14, 2017 at 3.30 pm at the Registered Office of the Company, 6th Floor, Lakson Square, Building #1, Sarwar Shaheed Road, Saddar, Karachi to transact the following business:

### **Ordinary Business**

1) To elect seven (7) Directors of the Company as fixed by the Board of Directors under Section 178 of the Companies Ordinance, 1984 for a term of three years commencing from January 14, 2017 in pursuance of the directive of the Commissioner SCD, Securities and Exchange Commission of Pakistan dated December 02, 2016.

2) To consider any other business with the permission of the Chair.

By the Directive of Commissioner SCD, SECP  
Yousuf H. Makhdam

Karachi: December 19, 2016

General Manager

### **Notes:**

1. The Share Transfer Books of the Company will remain closed from January 07, 2017 to January 14, 2017(both days inclusive). Transfers received in order at the Company's Share Registrar, viz: Central Depository Company of Pakistan Limited, CDC House, 99-B, Block B, SMCHS Main Sharah-e-Faisal, Karachi-74400, at the close of business on January 06, 2017 will be treated in time.

2. A member entitled to attend and vote at the EOGM is entitled to appoint a proxy to attend and vote on his/her behalf. A proxy must be a member of the Company.

3. Form of proxy is attached to the notice of meeting being sent to the members.

4. Proxy in order to be effective must be duly signed, witnessed and deposited at the office of the Share Registrar not less than 48 hours before the meeting.

5. The shareholder/proxy shall produce his/her original CNIC or original passport at the time of meeting.

6. CDC account holders will further have to follow the under mentioned guidelines as laid down 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 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 nominees shall be produced (unless it has been provided earlier) at the time of meeting.

#### **B) For appointing proxies:**

i) In case of individuals, the account holder or sub-account holder and/or person whose securities are in group account and their registration details are uploaded as per the regulations, shall submit the proxy form accordingly.

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 meeting.

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

### **7. Election of Directors**

a) The company has been without the Board of Directors for the last 10 months since March 22, 2016. The Board which came into being three years ago (in the EOGM dated Dec.29, 2012) stood retired on the day of the meeting (March 22, 2016) thereby paving the way for the new Board of Directors to come on stream. However, the agenda item pertaining to the 'Election of Directors' ran into controversy. The matter of Election of Directors was moved in the IHC which referred the matter back to the SECP for decision. After giving opportunity of hearing to all the concerned parties, the Commission issued the following directive (relating to the fresh election of BoD only) :

"The management shall conduct fresh election of BoD under the supervision of SECP within 45 days of the date of this order; any officer other than Mr. Kazi, among the senior management of the Company be nominated by the CEO to manage the process of holding election."

It is in this back drop that the instant EOGM is being held to conduct the fresh election of BoD under the supervision of SECP.

b) Any person who seeks to contest an election for the office of Director, shall whether he/she is a retired Director or otherwise, file with the Company at its registered office not later than fourteen days before the date of the meeting i) a notice of his/her intention to offer himself/herself for election as a Director, ii) a declaration on the matters required by the Code of Corporate Governance, iii) a consent on Form 28 and iv) a detailed profile along with his/her office address as required under SECP's SRO 634(1)/2014, and copy of CNIC or passport in case of nonresident.

8. Shareholders are requested to promptly notify the office of the Share registrar of any change in their addresses.