



DKL/PSX/181003

October 04, 2018

**General Manager  
Pakistan Stock Exchange Limited  
Stock Exchange Building  
Stock Exchange Road  
Karachi 74000**

Dear Sir,

**SUBJECT: ANNUAL GENERAL MEETING: DREKKAR KINGSWAY LIMITED**

It is stated that Annual General meeting of Drekkar Kingsway Limited will be held at 11: 00 am on October 27, 2018 at office No 17 Second Floor Anique Arcade, I-8 Markaz Islamabad. Copy of Notice is attached to this letter.

The Share Transfer Books of the Company shall remain closed from October 20, 2018 to October 27, 2018 (both days inclusive). Transfers received at our share registrar office by the close of business on October 19, 2018 will be treated in time.

Truly,

**(EHMER IQBAL)**

Chief Executive Officer

**DREKKAR KINGSWAY LIMITED**  
(Formerly Gauhar Engineering Limited)

Office # 17, 2nd Floor, Aneeq Arcade, I-8 Markaz, Islamabad, Pakistan

Tel: +92-51-4862330-1 | [info@drekarkingsway.com](mailto:info@drekarkingsway.com)

[www.drekarkingsway.com](http://www.drekarkingsway.com)

## **Notice of Annual General Meeting**

Notice is hereby given that the 25th Annual General Meeting of Drekkar Kingsway Limited will be held on October 27, 2018 at 11:00 am at Office No 17, 2<sup>nd</sup> Floor, Anique Arcade, I-8 Markaz, Islamabad, to transact the following business:-

### **Ordinary Business:-**

1. To confirm the minutes of 24th Annual General Meeting held on October 30, 2017.
2. To receive, consider and adopt the Audited Accounts of the Company for the year ended June 30, 2018 together with the Directors and Auditor's Report thereon.
3. To appoint Auditors for the year ending on 30th June 2019 and fix their remuneration. The Board has recommended, as suggested by the Audit Committee, the appointment of M/S Horwath Hussain Chaudhry, Chartered Accountants, the retiring auditors and being eligible, have offered themselves for re-appointment.
4. To elect seven directors including two 02 independent directors and chief Executive as fixed by the board in accordance with the provision of section 159(1) of the Companies Act 2017 for a period of 03 years commencing from November 01, 2018. The retiring directors whose terms of office expires on October 31, 2018 are:-

Mr. Aamir Hussain Kazmi, Muhammad Ahmed Imran, Mubashera Khan, Muhammad Ubaid, TauseefUllah Adnan, Mubasher Mehmood Abbasi, Ehmer Iqbal

### **Special Business:-**

5. To consider and, if deemed fit, pass the following resolution as a special resolution under section 134 of the Companies Act 2017, with or without modification, as recommended by the Directors:-

"Resolved by way of special resolution that the consent and approval of shareholders be obtained for investment in debt amounting to Rs. 53 Million owned by M/S Noor Capital (Pvt) Ltd payable by M/S Service Fabrics Limited. M/S Noor Capital (Pvt) Ltd has agreed to transfer its rights as the creditor of Service Fabrics Limited to M/S Drekkar Kingsway Limited against debt of Rs. 53 Million".

6. To consider any other business with the permission of the Chair

On behalf of the Board

Islamabad

October 04, 2018

(Ehmer Iqbal)

Chief Executive Officer

### **Notes:**

#### **A. CANDIDATE FOR ELECTION**

Every candidate desirous of offering himself / herself for election as a Director, whether he / she is a retiring Director or otherwise, shall file with the Company not later than fourteen (14) days before the date of Annual General Meeting a notice of his / her intention to offer himself / herself for election as a Director of the Company

along with the consent to serve as a Director of the Company in the prescribed Form-28 in accordance with the requirements of the Companies Act, 2017 at the registered office of the Company.

## **B. BOOK CLOSURE & PROXY**

- i). The Share Transfer Books of the company will be closed from October 20, 2018 to October 27, 2018 (both days inclusive). Transfers received at the Company's Share Registrar Office i.e. FD Registrar Services (SMC-Pvt) Ltd, Office No 1705, 17th Floor, Saima Trade Tower A, I.I Chundrigar Road, Karachi-74000 at the close of business on October 19, 2018 will be treated in time for the purposed of above entitlement to the transferees.
- ii). A member entitled to attend and vote at the Annual General Meeting may appoint a proxy to attend and vote on his / her behalf. A proxy need not be a member of the company.
- iii). Instrument of appointing proxy and the power of attorney or other authority under which it is signed or a notarially certified copy of the power or authority must be deposited at the Registered Office of the Company not later 48 hours before the time of the Meeting.
- iv). CDC Account Holders will have to follow the under-mentioned guidelines as laid down in Circular No. 1 dated January 26, 2000 issued by the Securities and Exchange Commission of Pakistan (SECP).

## **C. 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.
- 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.

## **D. 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 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 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.

## **E. FINANCIAL STATEMENTS TO BE PLACED ON WEBSITE**

In compliance with SECP notification No. 634(I)/2014 dated: July 10, 2014, the audited financial statements and reports of the Company for the year ended June 30, 2018 have been placed on the Company's website: [www.drekkarkingsway.com](http://www.drekkarkingsway.com) for the information, download and review of shareholders. From this year onwards, published copies of financial statement and reports will be furnished in Compact Disk form.

## **F. TRANSMISSION OF ANNUAL FINANCIAL STATEMENTS THROUGH EMAIL:**

In pursuance of the directions given by SECP vide SRO 787(I)/2014 dated: September 8, 2014, those shareholders who desire to receive Annual Financial Statements in future through email instead of receiving the

same by Post are advised to give their formal consent along with their valid email address on a standard request form which is available at the Company's website i.e. [www.drekkarkingsway.com](http://www.drekkarkingsway.com) and send the said form duly filled in and signed along with copy of his/her/its CNIC/Passport or other such information in the case of a body corporate to the Company's share registrar. This is optional; in case you do not wish to avail this facility please ignore this point. Annual Financial Statements will be sent to you at your registered address, as per normal practice.

#### **G. NOTICE TO SHAREHOLDERS WHO HAVE NOT PROVIDED THEIR CNIC:**

The Individual Members who have not yet submitted photocopy of their valid computerized National Identity Card (CNIC) to the Company / Share Registrar, are once again reminded to send the same at the earliest directly to Company' Share Registrar, M/s. Central Depository Company of Pakistan Limited. In case of non-receipt of the copy of valid CNIC, the Company would be constrained under section 243(3) of the Companies Act, 2017 to withhold dividend of such shareholders.

#### **H. WITHHOLDING TAX ON DIVIDENDS:**

Pursuant to the provision of the Finance Act, 2018 effective July 1, 2018 the deduction of withholding tax on the amount of Dividend paid by the companies under section 150 of the Income Tax Ordinance, 2001 are as under:

- a. Filers of Income Tax returns 15%
- b. Non-filers of Income Tax returns 20%

Shareholders who are filers are advised to make sure that their names are entered into latest Active Tax Payers List (ATL) provided on the website of FBR at the time of dividend payment, in any other case they shall be treated as non-filers and tax on their cash dividend will be deducted at the rate of 20% instead of 15%. In order to enable the Company to follow the directives of the regulator(s) to determine shareholding ratio of the Joint Account Holder(s) by the Principal shareholder for deduction of withholding tax on dividend. Such shareholders are requested to furnish the ratio of shareholding being the Principal and Joint holders to the registrar of the Company. In the absence of any such notice from the Principal Shareholder, each shareholder will be assumed to have equal proportion of shares and the tax will be deducted as per law accordingly.

#### **I. PAYMENT OF CASH DIVIDEND ELECTRONICALLY (E-MANDATE):**

In accordance with the provisions of Section 242 of the Companies Act, 2017 and Companies (Distribution of Dividend) Regulations, 2017. It is mandatory for a listed company to pay cash dividend to its shareholder only through electronic mode directly into the bank account designated by the entitled shareholder. Notice in this regard has already been published by the Company in the newspapers, however, shareholders are once again requested to fill in "Electronic Credit Mandate Form" as reproduced below and send the duly signed Electronic Mandate Form along with a copy of valid CNIC/NTN to their respective CDG participant / CDC Investor account services

#### **STATEMENT UNDER SECTION 134(3) OF THE COMPANIES ACT, 2017**

##### **Agenda No. 5**

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 October 27, 2018

### **Investment in Debt**

Board of directors have suggested an investment amounting to Rs. 53 Million in Debt owned by M/S Noor Capital (Pvt) Ltd payable by M/S Service Fabrics Limited. In this context, M/S Noor Capital (Pvt) Ltd has agreed to transfer its rights as the creditor of Service Fabrics Limited to M/S Drekkar Kingsway Limited in relation to the Rs. 53 Million (Fifty Three Million) out of its total loan which stands Rs. 157,837,311/- (One Hundred Fifty Seven Million Eight Hundred Thirty Seven Thousands Three Hundred and eleven only) as on September 09, 2017. Company intends to become the creditor of M/S Service Fabrics Limited to the extent of the Loan amounting to Rs. 53 Million. This transaction will help in increasing equity base of the company.

Members are requested to submit declaration as per Zakat & Usher Ordinance 1980 for Zakat exemption and to advise change in address, if any