



SAIF GROUP

SAIF POWER LIMITED

Ref: SPL/PSX/10/86/2020

Dated: October 07, 2020

The General Manager

Pakistan Stock Exchange Limited,
Stock Exchange Building Stock Exchange Road,
Karachi.

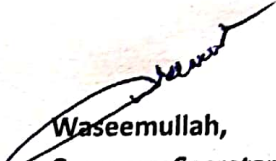
Subject: Notice of Extraordinary General Meeting-Saif Power Ltd

Dear Sir,

Please find enclosed copy of the Notice published on October 07, 2020 in "Business Recorder" and "Nawaiwaqat" of the Extraordinary General Meeting of Saif Power Limited to be held on October 28, 2020, for circulation amongst the TRE Certificate Holders of the Exchange.

Yours Sincerely,

for SAIF POWER LIMITED


Waseemullah,
Company Secretary.

Encl: As above

- CC: 1) Director/HOD-Surveillance, Supervision and Enforcement Department, SECP, Islamabad
NIC Building, 63 Jinnah Avenue, Blue Area, Islamabad.
- 2) THK Associates (Pvt) Ltd-Share Registrar

Notice of Extraordinary General Meeting

NOTICE is hereby given that an Extraordinary General Meeting (EOGM) of Saif Power Limited will be held on Wednesday, October 28, 2020 at 11:00 a.m. through video link facility managed from the Company's registered office, 1st Floor, Kashmir Commercial Complex, Fazal-ul-Haq Road, Block E, Blue Area, Islamabad, due to the situation caused by COVID-19 pandemic, to transact the following business:

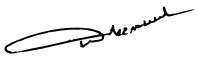
ORDINARY BUSINESS

1. To confirm minutes of the Annual General Meeting of the Company held on April 29, 2020.
2. To elect Seven (07) directors of the Company, as fixed by the Board of Directors, in accordance with the provisions of Section 159 of the Companies Act, 2017, for a term of three (03) years commencing from October 31, 2020.

Names of the directors retiring and eligible to file nominations are as under:

1. Mr. Javed Saifullah khan
 2. Mrs. Hoor Yousafzai
 3. Mr. Osman Saifullah Khan
 4. Mr. Assad Saifullah khan
 5. Mrs. Jehannaz Saifullah Khan
 6. Mr. Rana Muhammad Shafi
 7. Mr. Naved Abid Khan
3. To transact any other business with the permission of the Chair.

By Order Of The Board



Waseemullah

Company Secretary

Islamabad

October 07, 2020

Notes:

A Statement of material facts under Section 166(3) of the Companies Act, 2017 is being sent to the members with the notice of meeting.

1. The Shares Transfer Books of the Company will remain closed from October 22, 2020 to October 28, 2020 (both days inclusive). Transfers received in order at the office of the Company's Shares Registrar M/s. THK Associates (Pvt.) Limited, 1st Floor, 40-C, Block-6, P.E.C.H.S Karachi by the close of business on October 21, 2020 will be treated in time for the purpose of attending and voting at the Meeting.
2. In pursuance of SECP's Circular no 5 dated March 17, 2020, Circular no.10 dated April 01, 2020 and Circular no.25 dated August 31, 2020, respectively, the proceeding of EOGM will be held using video link facility, webinar or other electronic means for safety and the well-being of the shareholders and general public.

members who are willing to registering to connect through video-link facility are required to mention their Name, Folio Number, CNIC and cellular number in the e-mail with subject 'Registration for Saif Power Ltd EOGM'. Video-link and login credentials will be shared with the participants whose e-mail containing all the required particulars is received at [info.spl@saifgroup.com] and/or WhatsApp +923018441725 before 05:00 p.m. by October 26, 2020.

3. Any member who seeks to contest the election of directors shall file with the Company at its Registered Office not later than 14 days before the date of the meeting his / her intention to offer himself / herself for the election of directors in terms of Section 159(3) together with (a) consent to act as director in terms of Section 167 of the Companies Act, 2017 in Form 28 (b) a detailed profile along with office address for placement on the Company's website seven days prior to the date of election (c) declaration in respect of being compliant with the requirements

of the Listed Companies (Code of Corporate Governance) Regulations, 2019, and the eligibility criteria as set out in the Companies Act, 2017 (d) attested copy of valid CNIC and NTN and (e) declaration by proposed independent director(s) in terms of Section 166(2) as required under Clause 6(3) of the Listed Companies (Code of Corporate Governance) Regulations, 2019.

4. A member entitled to attend and vote at the meeting, may appoint another member as a proxy to attend, speak and vote on behalf of him/her. Forms duly affixed revenue stamp, signed and witnessed by two persons, in order to be valid must be received at the Registered Office of the Company not later than 48 hours before the time of holding the meeting.
5. Members, proxies or nominees shall authenticate their identity by showing their original national identity card or original passport. In case of corporate members, Board of Directors' resolution/ power of attorney in favour of the nominee shall require to be produced at the time of meeting.
6. Members are requested to submit an attested photocopy of their valid Computerized National Identity Cards (CNICs) as per SECP's direction, if not provided earlier.
7. Change in Address: Members are requested to promptly notify any change in their address.
8. E-Voting / Voting by Postal Ballot: If the number of persons who offer themselves to be elected is more than the number of directors fixed under sub-section (1) of Section 159 of the Companies Act, 2017, then, subject to requirements of Sections 143 and 144 of the Companies Act 2017, the Company shall provide its members with options of e-voting or voting by postal ballot in accordance with the provisions of the Companies (Postal Ballot) Regulations, 2018.
9. For any query/information, Members may contact the Company at registered office address mentioned above. Members may also visit website of the Company www.saifpower.com for notices/information.
10. Pursuant to Section 132(2) of the Companies Act, 2017 and Circular No. 10 of 2014 dated May 21, 2014 issued by the SECP, if the Company receives consent from members holding in aggregate 10% or more shareholding residing in a geographical location to participate in the meeting through video conference at least 7 days prior to the date of the meeting, the Company will arrange video conference facility in that city subject to availability of such facility in that city. To avail this facility, please fill the following form and submit to the registered address of the Company at least (07) days before the date of the meeting.

I/ We, _____ of _____, being a member of Saif Power Limited, holder of _____ Ordinary Shares as per Register Folio No. / CDC A/C No. _____ hereby opt for video conference facility at _____.

Signature of member

STATEMENT MADE UNDER SECTION 166(3) OF THE COMPANIES ACT, 2017

Section 166 of the Companies Act, 2017 requires that a statement of material facts is annexed to the notice of the general meeting called for the purpose of election of directors which shall indicate the justification for selecting the individual as a candidate for election as independent director. The Company is required to have at least [two] independent directors on its board in accordance with the Listed Companies (Code of Corporate Governance) Regulations, 2019. Accordingly, the Company shall ensure that two independent directors are elected in accordance with the procedure for election of directors laid down in Section 159 of the Companies Act, 2017.

After the contestants file their consent to offer themselves for election as independent director, the Company shall ensure following criteria:

- Name of contestants are included in data bank maintained by Pakistan Institute of Corporate Governance, duly authorized by SECP;
- Assessment on competencies, diversity, skill, knowledge and experience of candidates and;
- Due diligence before selecting a person from data bank that candidate meets the independence criteria as mentioned in Section 166(2) of the Companies Act, 2017.

No directors have direct or indirect interest in the above said business except they may consent for election of directors accordingly.

Extraordinary General Meeting

I/We _____
of _____ being a member of SAIF POWER LIMITED
and holder of _____
(Number of Shares)

Ordinary shares as per share Register Folio No. _____ and/or CDC
Participant I.D.No. _____ and Sub Account No. _____, hereby appoint
_____ of _____ or failing him
_____ of _____

as my proxy to vote for me and on my behalf at the Extraordinary General Meeting of the Company to be held on October 28, 2020
Wednesday at 11:00 am at any adjournment thereof.

Signed this _____ day of _____ 2020.

Witnesses

1) Signature : _____
Name : _____
Address : _____

CNIC/Passport No. : _____

2) Signature : _____
Name : _____
Address : _____

CNIC/Passport No. : _____

Signature on
Rs. 50/-Revenue
Stamp

(Signature must agree with the specimen
signature registered with the company)

NOTES:

1. No Proxy shall be valid unless duly signed along with revenue stamp and in case of a company should be executed under its common seal under signed by its authorized person.
2. This instrument appointing a proxy, duly completed, must be received at the registered Office of the Company at first Floor, Kashmir Commercial Complex, Block E, Fazal-ul-Haq Road, Blue Area, not later than 48 hours before the time of holding the Annual General Meeting.
3. Attested copies of the CNIC or the passport of beneficial owners shall be furnished with the proxy form.
4. The proxy shall produce his original CNIC or original passport at the time of the Meeting.
5. In case of corporate entity, the Board's resolution / power of attorney with specimen signature of the nominee shall be furnished along with proxy form to the Company.

غير معمولی اجلاس عام

۵ ڈیٹابیک سے کسی فرد کو منتخب کرنے سے پہلے مستعدی کہ امیدوار کمپنیز ایکٹ 2017 کی دفعہ (2) 166 میں بیان کردہ آزادی کے مع کسی بھی ڈائریکٹر کو مذکورہ بالا امور میں ماسوائے اس کے تحت ڈائریکٹر کے انتخاب پر رضامند ہوں بلا واسطہ یا بالواسطہ دلچسپی نہیں ہے۔

غیر معمولی اجلاس

میں / ہم
سیف پاور لیٹنگ کا ممبر اور حامل
کا / کی

(حصص کی تعداد)

عمومی حصص کے مطابق رجسٹر فوڈیو نمبر _____ اور / یا سی ڈی سی حصہ لینے والا I.D. نمبر اور _____

ذیلی اکاؤنٹ نمبر _____

کا / کی _____

یا اس کی نامی _____

کا / کی _____

میری طرف سے میرا مختار/انائب کی حیثیت سے 28 اکتوبر 2020 کو بروز بدھ بوقت 11 بجے کھپنی کے غیر معمولی اجلاس میں میری طرف سے میری صوابدید پر ووٹ ڈالے گیا اجلاس ملتوی ہو جائے۔

2020-_____بتاریخ_____دستخط_____

گواہان

(۱) دستخط -----

نام _____

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شناختی کارڈ / پاسپورٹ نمبر -----

اس پر 50 روپے

## مالیت کا ٹکٹ لگائیں

دستخط کمپنی کے رجسٹروالے جیسے ہونے چاہئیں

(۲) دستخط \_\_\_\_\_

نام \_\_\_\_\_

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شناختی کارڈ / یا سپورٹ نمبر -----

نوٹس:

۱) کوئی پرکسی فارم درست تسلیم نہیں کیا جائے گا حتیٰ کہ 5 روپے کی ٹکٹ دستخط کے ساتھ چسپاں نہ ہو اور اس پر مجاز فرد / اتھارٹی کی مہر اور دستخط نہ ہوں۔

۲) یہ پراسی کے تعین کا معاون ہے، اسے درست طریقے سے مکمل کریں۔ کمپنی کے رجسٹرڈ آفس کو جو کہ کمپنی کے آفس پہلی منزل کشمیر کرشل پولیس، بلاک - ای فضل الحق روڈ، بیواریہ اسلام آباد میں

واقعہ ہے۔ اور یہ اجلاس سے اڑتالیس (48) گھنٹے قبل موصول ہونے چاہیے۔

(۳) شناختی کارڈ پاسپورٹ کی کاپیاں / فائدہ حاصل کرنے والے مالک کے پراسی فارم کے ساتھ پیش کی جائیں۔

(۴) اجلاس کے وقت اپنے اصل شناختی کارڈ یا پاسپورٹ کے ساتھ پیش کریں۔

(۵) کارپوریٹ ادارے کی صورت میں بورڈ کی قرارداد کی / مختار نامہ اور نامزد کردہ آدمی کے دستخط کے ساتھ اور یہ پیر کی فارم کے ساتھ منسلک کر کے کمپنی کو پیش کریں۔

To,

***If undelivered please return to***

**Registered Office:**

Saif Power Limited

1<sup>st</sup> Floor, Kashmir Commercial Complex,

Block E, Fazal-ul-Haq Road, Blue Area,

Islamabad.

**SAIF GROUP**