



NOTICE OF THE EXTRAORDINARY GENERAL MEETING OF AL SHAHEER CORPORATION LIMITED

Notice is hereby given that the Extraordinary General Meeting ("EOGM") of Al Shaheer Corporation Limited (The Company) will be held on Wednesday, December 09, 2020 at 10:00 a.m. at Zoom Video Communications, to transact the following business:

1. Special Business

To consider and if thought fit approve an increase in the authorized share capital of the Company and for this purpose pass the following special resolution, with or without any amendments and to approve the consequent amendments in the Memorandum and Articles of Association of the Company, subject to requisite approvals, if any:

"RESOLVED THAT the authorized share capital of the company be and is hereby increased from Rs. 2,000,000,000 (Rupees Two Thousand Million Only) divided into 200,000,000 (Two Hundred Million Only) ordinary shares at Rs. 10 (Rupees Ten) each to Rs. 3,000,000,000 (Rupees Three Billion Only) divided into 300,000,000 (Three Hundred Million Only) ordinary shares of Rs. 10 (Rupees Ten) each ranking pari passu in every respect with the existing ordinary shares of the Company.

"RESOLVED FURTHER THAT, in consequence of the said increase in the Authorized Share Capital of the Company, the existing Clause V of the Memorandum of Association of the Company and Article [4] of the Articles of Association of the Company be and hereby replaced accordingly, to read as follows;

Clause V of the Memorandum of Association

The Authorized capital of the Company is Rs. 3,000,000,000 (Rupees Three Billion Only) divided into 300,000,000 (Three Hundred Million Only) ordinary shares of Rs.10 (Rupees Ten) each with power to increase the capital or any portion thereof and to consolidate, reorganize or alter the share capital of the Company; and to divide and/or sub-divide whole or any part of its share capital into several classes as may be determined by or in accordance with the regulations of the Company or subject to the provisions of the Companies Act, 2017.

Article [4] of the Article of Association

The Authorized capital of the Company is Rs. 3,000,000,000 (Rupees Three Billion Only) divided into 300,000,000 (Three Hundred Million Only) ordinary shares of Rs.10 (Rupees Ten) each with power to increase the capital or any portion thereof and to consolidate, reorganize or alter the share capital of the Company; and to divide and/or sub-divide whole or any part of its share capital into several classes as may be determined by or in accordance with the regulations of the Company or subject to the provisions of the Companies Act, 2017.

“FURTHER RESOLVED THAT the Chief Executive Officer and the Chief Financial Officer and the Company Secretary of the Company be and are hereby singly authorized to take all necessary steps and execute documents including legal and corporate formalities and file all requisite documents with Securities & Exchange Commission of Pakistan as may be necessary or expedient for the purpose of giving effect to the spirit and intent of the above resolutions.”

November 17, 2020

Sd.
Company Secretary

Notes:

1. 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's Share Registrar, CDC Share Registrar Services Limited, CDC House, 99-B, Block B, S.M.C.H.S., Main Shahra-e-Faisal, Karachi – 74400.

The Corporate Entities are requested to provide their National Tax Number (NTN). Please give Folio Number with the copy of CNIC/ NTN details. Reference is also made to the Securities and Exchange Commission of Pakistan (SECP) Notifications SRO 779(I) dated August 18, 2011, and SRO 831 (I) 2012 dated July 05, 2012, which mandates that the dividend warrants should bear CNIC number of the registered member or the authorized person, except in case of minor(s) and corporate members.

2. Share Transfer Books will be closed from December 03, 2020 to December 09, 2020 (both days inclusive) when no transfer of shares will be accepted for registration. Transfers in good order, received at the office of Company's Share Registrar, CDC Share Registrar Services Limited, CDC House, 99-B, Block B, S.M.C.H.S., Main Shahra-e-Faisal, Karachi – 74400 on December 02, 2020 by 5:00 p.m will be considered for entitlement.
3. In light of the COVID-19 situation, the Securities and Exchange Commission of Pakistan (“SECP”), in term of its Circular No. 5 dated March 17, 2020 and Circular No. 33 dated November 5, 2020, has advised companies to modify their usual planning for general meetings for the safety and wellbeing of shareholders and the public at large with minimal physical interaction. Hence, the proceedings of the meeting will be carried out through video-link facility. In this regard, special arrangements have been made for the EOGM which are as under:
 - a. EOGM will be held through Zoom application – a video link facility.
 - b. The notice will also be uploaded on the website of the Company.
 - c. The Members are requested to attend and participate in the EOGM through video link facility. To attend through video link, Members can download the app/software through <https://zoom.us/download> and login via video-link to participate in the EOGM proceedings.
 - d. Shareholders are requested to get themselves registered with the CDC Share Registrar Services Limited at least two working days before the EOGM by email or WhatsApp at cdcsr@cdcsrsl.com & 0321-8200864 by providing the following details:

Folio/CDC A/c No.	Company	Name of Shareholder	CNIC Number	Cell Number	Email Address
	Al Shaheer Corporation Limited				

Video-link for the meeting will be sent to members at their provided email addresses enabling them to attend the meeting on the given date and time.

Login facility will be opened thirty minutes before the meeting time to enable the participants to join the meeting after identification process. Shareholders will be able to login and participate in the EOGM proceedings their devices after completing all the formalities required for their identification and verification of the shareholders.

All members, entitled to attend the meeting, are entitled to appoint another person in writing as their proxy to attend on their behalf. A proxy must be a member of the Company.

- e. Shareholders may send their comments and suggestions relating to the agenda items of the EOGM to the Company Secretary's office at least two (2) working days before the EOGM at the given email address cdcsr@cdcsrsl.com. Shareholders are requested to mention their full name, CNIC # and Folio/CDC Account # for this purpose.
 - f. Shareholders are encouraged to participate in the EOGM to consolidate their attendance and participation through proxies.
- 4. In case of individuals, the account holders or sub-account holders whose registration details are uploaded as per the Regulations shall submit the proxy form as per above requirements.
 - 5. Duly completed instrument of proxy, and the other authority under which it is signed, or a notarially certified copy thereof, must be lodged with the Company Secretary at the Company's Registered Office (Suite # G/5/5, 3rd Floor, Mansoor Tower, Shahrah e Roomi, Block 8, Clifton) at least 48 hours before the time of the meeting.
 - 6. Members having physical shareholding are requested to notify the change in address if any to the Company's Share Registrars, , CDC Share Registrar Services Limited, CDC House, 99-B, Block B, S.M.C.H.S., Main Shahra-e-Faisal, Karachi – 74400.
 - 7. In case share are held CDC, then the request notify the change of address must be submitted directly to broker / participant / CDC investor account Services
 - 8. CDC Account Holders will further have to follow the under-mentioned guidelines as laid down by the Securities and Exchange Commission of Pakistan:

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 accordingly.
- ii) The proxy form shall be witnessed by two person whose names, addresses and CNIC number 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.
- v) In case of corporate entity, the Board of Directors resolution/ power of attorney with specimen signature of the person nominated by the corporate entity shall be submitted.

FORM OF PROXY

EXTRAORDINARY GENERAL MEETING

I / We _____ of

in the district of _____ being a member of "AL SHAHEER CORPORATION LIMITED" and holder of _____ ordinary shares as per Registration Folio No./CDC Participant I.D. No./Sub-Account No. _____ CNIC No./ Passport No. _____ entitled to vote, hereby appoint Mr./Mrs./Miss _____ of (full address) _____ (being member of the Company) as my/our proxy to attend, act and vote for me/us and on behalf at the Extra Ordinary General Meeting of the Company to be held on 9th day of December, 2020 and/or at any adjournment thereof.

Dated: _____

Signature _____

Presence of:

1. _____

2. _____

Important Note:

1. This form of proxy, duly completed and signed, must be deposited at the registered office of the company situated at Suite # G/5/5, 3rd Floor, Mansoor Tower, Block 8, Shahrah e Roomi, Clifton, Karachi.
2. This form should be signed by the Member or by his/her attorney duly authorized in writing. If the member is a Corporation, its common seal should be affixed to the instrument.
3. A member entitled to attend and vote at the meeting may appoint any other Member as his/her proxy to attend and vote on his/her behalf except that a corporation may appoint a person who is a Member.

For CDC Account Holders/Corporate Entities:

In addition to the above, following requirements have to be met:

1. The Proxy form shall be witnessed by two persons whose names, addresses and CNIC Numbers shall be mentioned on the form.
2. Attested copies of CNIC or Passport of the beneficial owners and proxy shall be furnished with the proxy form.
3. The proxy shall produce his/her original CNIC or original Passport at the time of the meeting.
4. In case of corporate entity, the Board of Directors' resolution/power of attorney with specimen signature shall be submitted along with proxy form.

STATEMENT OF MATERIAL FACT UNDER SECTION 134(3) OF THE COMPANIES ACT 2017

The statement set out the material facts concerning the special business to be transacted at the extraordinary general meeting of the Company to be held on December 09, 2020.

Increase in Authorized Capital of the Company and consequent amendments in Memorandum & Articles of Association of the Company:

In order to cater for future increase paid up share capital, the authorized share capital needs to be enhanced. In the light of the same and for future potential issuance of shares, the Company seeks to increase its authorized share capital from Rs. 2,000,000,000 (Rupees Two Thousand Million Only) divided into 200,000,000 (Two Hundred Million Only) ordinary shares of Rs.10 (Rupees Ten) each to Rs. 3,000,000,000 (Rupees Three Billion Only) divided into 300,000,000 (Three Hundred Million Only) ordinary shares of Rs.10 (Rupees Ten) each and make the necessary amendments to Memorandum and Article of Association of the Company.

Existing Clause V of the Memorandum of Association

The Authorized capital of the Company is Rs. 2,000,000,000 (Rupees Two Thousand Million Only) divided into 200,000,000 (Two Hundred Million Only) ordinary shares of Rs.10 (Rupees Ten) each with power to increase the capital or any portion thereof and to consolidate, reorganize or alter the share capital of the Company; and to divide and/or sub-divide whole or any part of its share capital into several classes as may be determined by or in accordance with the regulations of the Company or subject to the provisions of the Companies Act, 2017.

Proposed Clause V of the Memorandum of Association

The Authorized capital of the Company is Rs. 3,000,000,000 (Rupees Three Billion Only) divided into 300,000,000 (Three Hundred Million Only) ordinary shares of Rs.10 (Rupees Ten) each with power to increase the capital or any portion thereof and to consolidate, reorganize or alter the share capital of the Company; and to divide and/or sub-divide whole or any part of its share capital into several classes as may be determined by or in accordance with the regulations of the Company or subject to the provisions of the Companies Act, 2017.

Existing Article [4] of the Article of Association

The Authorized capital of the Company is Rs. 2,000,000,000 (Rupees Two Thousand Million Only) divided into 200,000,000 (Two Hundred Million Only) ordinary shares of Rs.10 (Rupees Ten) each with power to increase the capital or any portion thereof and to consolidate, reorganize or alter the share capital of the Company; and to divide and/or sub-divide whole or any part of its share capital into several classes as may be determined by or in accordance with the regulations of the Company or subject to the provisions of the Companies Act, 2017.

Proposed Article [4] of the Article of Association

The Authorized capital of the Company is Rs. 3,000,000,000 (Rupees Three Billion Only) divided into 300,000,000 (Three Hundred Million Only) ordinary shares of Rs. 10 (Rupees Ten) each with power to increase the capital or any portion thereof and to consolidate, reorganize or alter the share capital of the Company; and to divide and/or sub-divide whole or any part of its share capital into several classes as may be determined by or in accordance with the regulations of the Company or subject to the provisions of the Companies Act, 2017.

November 17, 2020

Sd.
Company Secretary