



## CLOVER PAKISTAN LIMITED

April 7, 2021

**The General Manager,**  
Pakistan Stock Exchange Limited,  
Stock Exchange Building,  
Stock Exchange Road,  
Karachi

Dear Sir,

**Subject: NOTICE UNDER COMPANIES ACT, 2017 FOR ELECTION OF DIRECTORS**

We enclose the Notice under the Companies Act, 2017 that will be published in Newspaper for circulation amongst the TRE Certificate Holders of the Exchange.

Yours Faithfully,

For and on behalf of  
Clover Pakistan Limited

**Hassan Khurshid, ACA**  
**Company Secretary**

Cc: Director/HOD  
Surveillance, Supervision & Enforcement Department  
Securities & Exchange Commission of Pakistan  
NIC Building, 63 Jinnah Avenue, Blue Area  
Islamabad





## CLOVER PAKISTAN LIMITED

### NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is hereby given that an Extra Ordinary General Meeting of the shareholders of Clover Pakistan Limited (the "Company") will be held at on Wednesday, May 5, 2021 at 10:30 a.m. at Beach Luxury Hotel, Lalazar, Off M.T Khan Road, Karachi to transact the following business

#### Ordinary Business

1. To elect seven (7) Directors as fixed by the Board under the provisions of the Companies Act, 2017 for a period of three years commencing from May 6, 2021. In terms of section 159(1) of the Companies Act, 2017, the Directors of the Company have fixed the number of elected Directors at seven (7);

The name of the retiring Directors whose term of office has expired are as follows:

- i. Mr. Salim Chamdia
- ii. Mr. Sohail Allana
- iii. Mr. Khawar Jamil Butt
- iv. Mr. Shehzad Mohsin
- v. Ms. Rima Athar
- vi. Mr. Farid Shamim
- vii. Mr. Zohaib Yaqoob

All retiring Directors are eligible to offer themselves for re-election. Any person who seeks to contest election of Directors shall file a notice of his/her intention to offer himself / herself for election as Director, not later than 14 days before the day of the meeting in terms of section 159(3) of the Companies Act, 2017.

2. To consider any other business with the permission of the chair.

By Order of the Board

Company Secretary  
(Hassan Khurshid)

Karachi, April 7, 2021





## CLOVER PAKISTAN LIMITED

### Notes:

1. The share transfer books of the Company will remain closed from April 29, 2021 to May 5, 2021 (both days inclusive) and no transfer will be accepted for registration during this period. Transfers received in order till close of business on April 28, 2021, will be accepted for transfer.
2. Only those persons whose names appear in the Register of Members of the Company as at April 28, 2021 will be entitled to attend / participate in / vote at the Meeting.
3. An instrument of proxy applicable for the Meeting is being provided with the Notice sent to members. Further copies of the instrument of proxy may be obtained from the Registered Office of the Company during normal office hours. Proxy form may also be downloaded from the Company's website; <http://www.clover.com.pk>.
4. A member entitled to attend and vote at this meeting may appoint another member as his / her proxy to attend the meeting and vote for him/her. Proxies in order to be effective must be received by the Company not less than 48 hours before the meeting.
5. Members are requested to notify change in their address, if any, to the Company's share registrar CDC Share Registrar Services Limited, CDC House, 99-B, block 'B', S.M.C.H.S. Main Shahrah-e-Faisal, Karachi – 74400.
6. CDC Account Holders will further have to follow the under mentioned guidelines as laid down in the Circular 1 dated, January 26, 2000 issued by the Securities and Exchange Commission of Pakistan.

### 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 in favor of the nominee shall be produced (unless it has been provided earlier) at the time of the Meeting.

### For Appointing Proxies

- i. In case of individuals, the account holder or subaccount 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 the person whose name, address 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.



## CLOVER PAKISTAN LIMITED

- 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. SECP vide its SRO 779(1) 2011 dated August 18, 2011 has made it mandatory for the companies to provide CNIC numbers of the shareholders on dividend warrants. Therefore, members who have not yet submitted photocopies of their valid CNICs to the Company are again requested to immediately submit the same directly to Company's share registrar CDC Share Registrar Services Limited, CDC House, 99-B, Block 'B', S.M.C.H.S. Main Shahrah-e-Faisal, Karachi - 74400. Dividend Warrants of the shareholders who will not submit the copies of their CNICs will be withheld by the Company.
8. Under the provisions of Section 242 of the Companies Act, 2017, it is mandatory for a listed Company to pay cash dividend to its shareholders only through electronic mode directly into bank account designated by the entitled shareholders. In order to receive dividends directly into their bank account, shareholders, who own physical shares, are requested to fill in Electronic Credit Mandate Form available on Company's website and send duly signed form along with a copy of CNIC to the Registrar of the Company. In case, shares are held in CDC then Electronic Credit Mandate Form must be submitted directly to shareholder's broker/participant/CDC account services.
9. Members can also avail video conference facility. In this regard, please fill the following and submit to registered address of the Company 10 days before holding of the Meeting. If the Company receives consent from members holding in aggregate 10% or more shareholding residing at a geographical location other than Karachi, to participate in the meeting through video conference at least 10 days prior to date of the meeting, the Company will arrange video conference facility in the city subject to availability of such facility in that city.
- "I / We, \_\_\_\_\_ of \_\_\_\_\_ being a member of Clover Pakistan Limited, holder of \_\_\_\_\_ ordinary share(s) as per Registered Folio No. \_\_\_\_\_ hereby opt for video conference facility at \_\_\_\_\_."
10. In compliance with the guidelines issued by the Securities and Exchange Commission of Pakistan vide circular No. 5 of 2020, dated 17 March, 2020, which, inter alia, has directed listed companies to avoid large gatherings at one place and consider using video link facility, webinar and other electronic means.



## CLOVER PAKISTAN LIMITED

The shareholders who are willing to attend and participate at the meeting through video link are required to register their particulars by sending an email at [company.secretary@cloverpk.com](mailto:company.secretary@cloverpk.com). Such shareholders are requested to register by providing their credentials, i.e., Name, Folio Number, scanned copy of CNIC (both sides), cell phone number and Number of shares held in their name through email with the subject "Registration for CLOV EOGM". Video link and login details will be shared with only those members whose emails, containing all the required particulars, will be received at the given email address before 05:00 p.m. on May 3, 2021. The Members can also provide their comments and suggestion to the agenda item of the EOGM at the email address: [company.secretary@cloverpk.com](mailto:company.secretary@cloverpk.com).

The login facility will be opened at 10:15 a.m. on May 5, 2021 enabling the shareholders to join the meeting which will start at 10:30 a.m. sharp.

11. Any person (including a retiring director) who seeks to contest election of directors shall file with the company at its registered office, not later than 14 days before the said meeting his / her intention to offer himself / herself for the election of directors in terms of Section 159(3) of the Companies Act, 2017 together with;
  - i. Notice of his/her intention to offer himself / herself for the election of directors in terms of Section 159(3) of the Companies Act, 2017.
  - ii. Form 28 - Consent to act as director prescribed under section 167 of the Companies Act 2017.
  - iii. A detailed profile along with office address as required under SECP's SRO 634(1)0 2014.
  - iv. Attested copy of valid CNIC & NTN.
  - v. Undertaking on non-judicial stamp paper that meets the requirements of sub regulation of Regulation 4 of the Companies (Manner and Selection of Independent Directors) Regulations, 2018.
  - vi. Declaration in respect of being compliant with the requirements of the Listed Companies (Code of Corporate Governance) Regulations and the eligibility criteria as set out in the Companies Act, 2017 to act as Director of Listed Company.