

Notice of the 8th Extraordinary General Meeting

Notice is hereby given that the 8th Extraordinary General Meeting of the shareholders of SME Leasing Limited (the "Company") shall be held on Monday, 26 July 2021 at Hotel Crown Plaza, Islamabad at 10 am to conduct the following business:

ORDINARY BUSINESS

- 1) To confirm the minutes of the 19th Annual General Meeting of the Company held on 27 April 2021.
- 2) To elect Directors of the Company for the term of three years commencing from 26 July 2021 in accordance with the provisions of the Companies Act, 2017. The present Board comprises the following (including directors nominated by SME Bank Limited):

- i. Mr Bilal Mustafa (Elected Director)
- ii. Mr Javed Mahmood (Elected Director)
- iii. Ms Darakhshan Sheikh Vohra (Elected Director)
- iv. Mr Dilshad Ali Ahmad (Nominated Director)
- v. Mr Muhammad Mubeen Mufti (Nominated Director)
- vi. Ms Sameena Gul (Nominated Director)

The elected Directors (aforenamed) shall retire on 22 July 2021. Number of directors to comprise the Board of Directors has been fixed at seven (7), inclusive of nominated directors, by the present Board on 27 April 2021, in terms of Section 159 (1) of the Companies Act, 2017. Accordingly, three (3) directors shall be elected in the meeting, other than the nominated directors who shall continue as directors, in terms of Section 165 of the Companies Act 2017. The total number of directors, after the election including nominated directors shall be seven (7). The nominated Directors for the time being includes full time CEO of the Company.

- 3) To transact any other business with the permission of the Chair.

By Order of the Board

Company Secretary
Karachi: 05 July 2021

Notes:

1. The Register of the members of the Company will remain closed from 17 July 2021 to 26 July 2021 (both days inclusive). Transfers (in good order) received at the office of the Company's Share Registrar i.e. CorpTec Associates (Pvt.) Limited, 503-E, Johar Town, Lahore before the close of business on 16 July 2021, will be treated in time to attend the general meeting.
2. In view of the current situation due to COVID-19 and in line with the directions issued to listed companies by the SECP, vide its circular No. 4 of 2021 dated 15 February 2021 and subsequent circular No. 6 of 2021 dated 03 March 2021, the Company has made special arrangements for attending the EOGM through electronic means.

The entitled shareholders (whose name appeared in the Books of the Company by close of business on 16 July 2021 interested in attending the EOGM through electronic means are requested to get themselves

registered with the Company Secretary Office at least 48 hours before the holding of EOGM at 8eogm@smelease.com by providing the following:

Name of shareholder	CNIC No.	Folio / CDS No.	Cell No.	Email address
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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 through their devices after completing all the formalities required for identification and verification of the shareholders.

The entitled shareholders may send their comments and suggestions relating to the agenda items of the EOGM to the Company Secretary office at least two working days before the EOGM, at above mentioned email address. Shareholders are required to mention their full name, CNIC No. and Folio / CDS No. for this purpose.

3. A member entitled to attend and vote at the meeting may appoint another member as his / her proxy to attend, speak and vote at the meeting on his / her behalf. The proxy form must be deposited at the Main office of the Company situated at 304, 3rd Floor, Business Arcade, Shahrah-e-Faisal, and Karachi not later than 48 hours before the time of the meeting.
4. For attending the meeting and appointing proxies, CDC account holders will further have to follow the guidelines as laid down in Circular No. 1 of 2000 dated 26 January 2000 issued by the SECP. The rights of members and their proxies exercisable during meetings and all other relevant information are listed in section 137 of the Companies Act, 2017.
5. Shareholders are requested to notify the change of their address, if any, at our main office at Office # 304, 3rd Floor, Business Arcade, Shahrah-e-Faisal, Karachi.

Election of Directors

The term of office of the elected Directors of the Company will expire on 22 July 2021. In terms of Section 159 (1) of the Companies Act, 2017. The directors have fixed the number of directors to comprise the Board of Directors at seven (7), inclusive of nominated directors; consequently, three (3) directors are to be elected in the extraordinary general meeting for a period of three years.

Any person who seeks to contest the election for the office of director shall, whether he/she is a retiring director or otherwise, file with the Company at its main Office # 304, 3rd Floor, Business Arcade, Shahrah-e-Faisal, Karachi, not later than fourteen (14) days before the day of the meeting, the following documents:

- i. Notice of his/her intention to offer himself/herself for election of directors in terms of Section 159(3) of the Companies Act, 2017, together with the duly signed consent to act as a director, Form 28 under Section 167 of the Companies Act, 2017 and declaration to act as director;
- ii. A detailed profile along with office address as required under SECP's SRO 25 (1) 2012 dated 16 January 2012. All profiles received shall be placed on the website of the company 7 days before the election as required under SECP SRO 634(1)2014 dated 10 July 2014.
- iii. A director must be a member of the company at the time of filing of his/her consent for contesting election of directors.
- iv. Undertaking on non-judicial stamp paper in respect of being compliant with the requirements of the Companies Act, 2017 and Listed Companies (Code of Corporate Governance) Regulations, 2019 to act as a director of a listed company.
- v. Declaration by independent director(s) in terms of Regulation 6(3) of the Listed Companies (Code of Corporate Governance) Regulations, 2019, wherever applicable;

- vi. Undertaking on non-judicial stamp paper that he/she meets the requirements of sub-regulation (1) of Regulation 4 of the Companies (Manner and Selection of Independent Directors) Regulations, 2018, wherever applicable;
- vii. Affidavit to, *inter alia*, meet the requirement of Annexure B of the Non-Banking Finance Companies and Notified Entities Regulations, 2008.
- viii. Affidavit as per the requirements of proviso to sub-clause (vi), of clause (a) of Schedule IX under the heading "ASSESSMENT OF FITNESS AND PROPRIETY" to the Non-Banking Finance Companies and Notified Entities Regulations, 2008 affirming that:
 - a) that no investigation is initiated by any Law Enforcement Agency (LEA) against him / her, and
 - b) that on initiation of any investigation by any Law Enforcement Agency (LEA) against him / her, he / she will immediately bring it to the notice of the Securities & Exchange Commission of Pakistan and the Board of Directors of SME Leasing Limited.
- ix. Educational documents, Resume, recent photograph and copy of CNIC/Passport, Wealth Statement and Income tax return.
- x. A declaration confirming that:
 - a) He/she is aware of duties and powers under the relevant laws, Memorandum & Articles of Association of Company and listing regulations of stock exchanges;
 - b) He/she and his/her spouse does not engage in business of stock brokerage;
 - c) He/she is not serving as elected or nominated director in more than five public sector companies or listed companies simultaneously except their subsidiaries;
 - d) He/she is not ineligible to become a director of a listed company under any applicable laws and regulations.

Pursuant to Section 166 of the Companies Act, 2017, Independent Directors will be elected through the process of election of directors in terms of Section 159 of the Companies Act, 2017. The following three Independent Directors are proposed as Independent Directors for a term of 3 years commencing from 26 July 2021.

- Mr Javed Mahmood
- Ms Darakhshan Sheikh Vohra
- Mr Amjad Iqbal

Justification for selecting Independent Directors:

- The names of the Directors appear in the data bank of independent directors maintained by the PICG.
- They have requisite qualification and experience; and meet with the various requirements / criteria of the independent directors.

PROXY FORM

I / We _____ of _____ (full address) _____
 being a member of SME Leasing Limited hereby appoint _____ of _____
 or _____
 falling him / her _____ of _____
 as _____
 my / our Proxy to attend and vote for me / us and on my / our behalf at the 8th Extraordinary General Meeting of the Company to be held on 26 July 2021 and at any adjournment thereof.

Signed this _____ of July 2021.

Please affix
Revenue Stamp

Signature of Member: _____
 Folio Number: _____
 Number of shares held _____

Signature and
Company Seal

Witnesses:

	Witness 1	Witness 2
Signature	_____	_____
Name	_____	_____
Address	_____	_____
CNIC / Passport No	_____	_____

- 1) The proxy form must be deposited at the Main office of the Company situated at 304, 3rd Floor, Business Arcade, Shahrah-e-Faisal, and Karachi not later than 48 hours before the time of the meeting. A Proxy need to be a Member of the Company.
- 2) If a member appoints more than one proxy and more than one instruments of proxies are deposited by a member with the Company, all such instruments of proxy shall be rendered invalid.
- 3) For CDC Account Holders / Corporate Entities
 In addition to the above the following requirements have to be met.
 - i) Attested copies of CNIC / passport of the beneficial owners and the proxy shall be provided with the proxy form.
 - ii) In case of a corporate entity, the Board of Directors' resolution / power of attorney with specimen signature shall be submitted alongwith proxy form to the Company.