

## NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given to all the members of Systems Limited (the “**Company**”) that 46<sup>th</sup> Annual General Meeting of the Company is scheduled to be held on the 23<sup>rd</sup> of May, 2023 at 11 am, in-person and through video-link to transact the following business:

### **Ordinary Business:**

1. To confirm the minutes of the last Extraordinary General Meeting held on 1<sup>st</sup> July 2022.
2. To, receive, consider and adopt the Audited Accounts of the Company for the year ended 31 December 2022 together with the Board of Directors’ and Auditors’ report thereon.
3. To approve and declare cash dividend @ 50 % i.e. PKR 5/ per share, for the year ended 31 December 2022.
4. To appoint Auditors and fix their remuneration for the year ending 31 December 2023. The Board of Directors upon recommendation of Audit Committee has recommended A.F. Ferguson and Co., being eligible for appointment as auditors of the Company for the year ending 31 December 2023.

### **Special Business**

5. To consider and, if thought fit, pass, with or without modification, the following special resolution in terms of Section 199 of Companies Act, 2017, (a) for renewal of loan to SUS Joint Venture (Private) Limited, a subsidiary of the Company, of Rs. 50 million; (b) renewal of loan and guarantee in UUS Joint Venture (Private) Limited, an associated company of the Company, of Rs. 200 million; (c) renewal of loan in E-Processing Systems (Private) Limited, an associate of the Company, of Rs. 340 million.

**“Resolved that** Systems Limited (the “**Company**”) shall renew the loan extended to its subsidiary and associated companies, (a) SUS Joint Venture (Private) Limited in the form of loan Rs. 50 million; (b) UUS Joint Venture (Private) Limited, an associated company of the Company, of Rs. 200 million; (c) E-Processing Systems (Private) Limited, an associate of the Company, of Rs. 340 million, on the terms and conditions to be contained in the agreement to be executed between the Company and Associated Company in terms of Section 199 of Companies Act, 2017.



**“Resolved further that** Mr. Muhammad Asif Peer, the Chief Executive of the Company and Ms. Roohi Khan, the Chief Financial Officer of the Company (the “Authorized Officers”), be and are hereby empowered and authorized to undertake, execute and implement all the decisions in respect of the transaction and to take and do and/or cause to be taken or done any/all necessary acts, deeds and things, and to take any or all necessary actions which are or may be necessary, incidental and/or consequential to give effect to the aforesaid resolution, including signing and execution of documents and agreements and to complete all necessary legal formalities and to file all necessary documents as may be necessary or incidental for the purposes of implementing the aforesaid resolution”.

6. To consider and approve the circulation of annual financial statements of the company to its members via QR enabled code and weblink as per the requirements laid down by S.R.O. 389 (I)/2023 of the Securities and Exchange Commission of Pakistan.

**“Resolved that** the circulation of annual financial statements of the company to its members via QR enabled code and weblink as per the requirements laid down by S.R.O. 389 (I)/2023 of the Securities and Exchange Commission of Pakistan be and is hereby approved.

**“Resolved further that** Mr. Muhammad Asif Peer, the Chief Executive of the Company and Ms. Roohi Khan, the Chief Financial Officer of the Company (the “Authorized Officers”), be and are hereby empowered and authorized to undertake, execute and implement all the decisions in respect of the transaction and to take and do and/or cause to be taken or done any/all necessary acts, deeds and things, and to take any or all necessary actions which are or may be necessary, incidental and/or consequential to give effect to the aforesaid resolution, including signing and execution of documents and agreements and to complete all necessary legal formalities and to file all necessary documents as may be necessary or incidental for the purposes of implementing the aforesaid resolution”.

## Other Business:

7. Any other Business with the permission of the Chair.

### Lahore

Systems Campus  
Software Technology Park  
E-1, Sehjpal Near DHA Phase-VIII  
(Ex-Air Avenue), Lahore Cantt, Pakistan.  
UAN: 042 111 SYSTEMS (797 836)

### Karachi

E-5, Central Commercial Area,  
Shaheed-e-Millat Road,  
Karachi, Pakistan.  
T: +92 42 34549385-87  
F: +92 42 34549389

### Dubai

TechVista Systems FZ-LLC  
Office 1905, Regal Tower  
Business Bay,  
Dubai, UAE.  
T: + 9714 369 3525  
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By Order of the Board

**Ali Ahmed Iftikhar**  
**Company Secretary**

**02 May, 2023**  
**Lahore**

**Lahore**

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



## NOTES:

1. The Share Transfer books of the Company will be closed from 17 May 2023 to 23 May 2023 (both days inclusive). Transfer received at the address of M/s THK Associates (Pvt.) Limited, Plot No. 32-C, Jami Commercial Street 2, D.H.A., Phase VII, Karachi-75500. Pakistan at the close of business on 16 May 2023 will be treated in time for the purpose of above entitlement to the transferees.

2. Online participation in the Annual General Meeting:

- a) Shareholders who wish to participate in the Annual General Meeting online are advised to register with the Company on or before 10:45 a.m., May 23<sup>rd</sup>, 2023, by completing the registration process through the following link: (<https://systems ltd.zoom.us/meeting/register/tZ0tdO-qgDlvE9FnfmVVSgTR2eANric3A6>).

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

- b) Shareholders will be encouraged to participate in the AGM to consolidate their attendance and participation through proxies.
3. A member entitled to attend and vote at the meeting may appoint another member as his/her proxy to attend and vote in his/her place. Proxies completed in all respect, in order to be effective, must be received at the Registered Office of the Company not less than forty-eight (48) hours before the time of meeting.
4. Pursuant to the directive of the Securities & Exchange Commission of Pakistan, CNIC numbers of shareholders are mandatorily required to be mentioned on Dividend Warrants. Shareholders are, therefore, requested to submit a copy of their CNIC (if not already provided) to the Company Share Registrar, M/s THK Associates (Pvt.) Limited, Plot No. 32-C, Jami Commercial Street 2, D.H.A., Phase VII, Karachi-75500. Pakistan.
5. The Government of Pakistan through Finance Act, 2017 made certain amendments in Section 150 of the Income Tax Ordinance, 2001 whereby different rates are prescribed for deduction of withholding Tax on the amount of dividend paid by the companies/banks. These tax rates are as follows:

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- (a) For filers of income tax returns 15%
- (b) For non-filers of income tax returns 30%

To enable the Company to make tax deduction on the amount of cash dividend @15% instead of 30% all shareholders whose names are not entered into the Active Tax- payers list (ATL) provided on the website of FBR, despite the fact that they are filers, are advised to make sure that their names are entered into ATL before the date of payment of the cash dividend, otherwise tax on their cash dividend will be deducted @30% instead of 15%.

The joint shareholders are requested to provide shareholding proportions of principal shareholders & joint shareholders as withholding tax will be determined separately on Filer/Non-filer status based on their shareholding proportions otherwise it will be assumed that shares are equally held.

The Corporate shareholders having CDC account are required to have their National Tax Number (NTN) updated with their respective participants, whereas physical shareholders should send a copy of their NTN Certificate to the Company or Company's Share Registrar, M/s. THK Associates (Pvt.) Limited. The shareholders while sending NTN or NTN Certificate, as the case may be, must quote Company name and their respective folio numbers.

6. SECP through its notification SRO 787(1) /2014 dated September 8, 2014 has allowed the circulations of Audited Financial Statement along with Notice of Annual General Meeting to the Members through e-mail. Therefore, all members of the Company who wish to receive soft copy of Annual Report are requested to send their e-mail addresses. The consent form for electronic transmission can be downloaded from the Company Website: [www.systemsltd.com](http://www.systemsltd.com) Audited financial statements & reports are being placed on the aforesaid website.
7. In accordance with the Companies (Postal Ballot) Regulations, 2018, Section 143 and 144 of the Companies Act 2017 and under Postal Ballot Regulation, 2018 latest amendments circulated through SRO dated December 05, 2022, SECP has directed all listed companies for the purpose of Polling on Special Business / election of directors, if the number of persons who offer themselves to be elected is more than the number of directors fixed under Section 159 (1) of the Companies Act, 2017, shareholders will be allowed to exercise their right to vote through postal ballot i.e. by post and e-voting, in the manner and subject to the conditions contained in the aforesaid regulations. Detail will be circulated in due course.
8. In compliance with requirements of Companies Act, 2017 and Companies (Distribution of Dividends) Regulation, 2017, the Bank has withheld dividend of those shareholders who have



not yet provided correct and complete bank account details including valid IBAN of their own bank accounts.

In order to receive cash dividend(s) withheld by the Bank as stated above, shareholders are requested to contact Bank's Share Registrar at the above given address or Participant / Investor Account Services of Central Depository Company of Pakistan (as the case may be) along with legible copy of their respective valid CNIC and provide their complete and correct bank account details including valid IBAN.

9. In compliance of Section 244 of the companies Act 2017, the Company has already requested through individual letters to shareholders who have not yet claimed their outstanding cash dividends/ bonus shares, Shareholders are once again requested to lodge their claims for cash dividends, right /bonus shares kept with the Share Registrar and Transfer Agent of the Bank. On the address given above.
10. In order to make process of payment of cash dividend more efficient, e-dividend mechanism has been envisaged where shareholders can get amount of dividend credited into their respective bank accounts electronically without any delay. In this way, dividends may be instantly credited to respective bank accounts and there are no chances of dividend warrants getting lost in the post, undelivered or delivered to the wrong address, etc. The Securities and Exchange Commission of Pakistan (SECP) through Notice No. 8(4) SM/CDC 2008 dated 5 April 2013 has advised all Listed Companies to adopt e-dividend mechanism due to the benefits it entails for shareholders. In view of the above, you are hereby encouraged to provide a dividend mandate in favor of e-dividend by providing dividend mandate form duly filled in and signed.

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## Statement under Section 134 (3) of the Companies Act, 2017

This statement set out the material facts concerning the special business to be transacted at the annual general meeting of the Company to be held on 23 May 2023.

### Agenda Item No.6 (a)

Nature of information required to be disclosed pursuant to The Companies (Investment in Associated Companies or Undertaking) Regulations, 2017, for investment in associated company M/S SUS Joint Venture (Pvt.) Limited is as follows:

Ref. No.	Requirement	Relevant Information	
<ul style="list-style-type: none"><li><b><u>Disclosures for all types of investments:-</u></b></li></ul>			
(A) Regarding associated company or associated undertaking:-			
i	name of the associated company	SUS Joint Venture (Private) Limited	
ii	basis of relationship	95 % shareholding / Common directorship	
iii	earnings per share for the last three years	N/A	
iv	break-up value per share, based on latest audited financial statements;	N/A	
v	financial position, including main items of statement of financial position and profit and loss account on the basis of its latest financial statements; and	Statement of Financial Position – 31 December 2022	
		Non-current assets	-
		Current assets	60,694,249
		Shareholders’ equity	42,402,474
		Non-current liabilities	-
		Current liabilities	18,291,775
		Profit & Loss A/C – 31 December 2022	
		Revenue	46,521,658
		Cost of revenue	19,145,485
		Gross profit	27,376,173
		Profit for the year	18,672,283
vi	in case of investment in relation to a project of associated company or associated undertaking that has not commenced	N/A	



Ref. No.	Requirement		Relevant Information
	operations, following further information, namely,-		
	(I)	description of the project and its history since conceptualization;	
	(II)	starting date and expected date of completion of work;	
	(III)	time by which such project shall become commercially operational;	
	(IV)	expected time by which the project shall start paying return on investment; and	
	(V)	funds invested or to be invested by the promoters, sponsors, associated company or associated undertaking distinguishing between cash and non-cash amounts;	
(B) General Disclosures			
(i)	maximum amount of investment to be made;		Investment in the form of loan of Rs. 50 million
(ii)	purpose, benefits likely to accrue to the investing company and its members from such investment and period of investment;		Purpose: To meet working capital requirements of SUS Joint Venture (Private) Limited.
			Benefit: The completion of project will result in distribution of profits by SUS Joint Venture (Pvt.) Limited to Systems Limited.
(iii)	sources of funds to be utilized for investment and where the investment is intended to be made using borrowed funds,-		Period of Investment: The period of investment shall be one (1) year.
	(I)	justification for investment through borrowings;	Loan shall be granted by Systems Limited.
			SUS Joint Venture (Private) Limited is only a special purpose vehicle for executing LRMIS project awarded to SUS Joint Venture (Private) Limited



Ref. No.	Requirement		Relevant Information
	(II)	detail of collateral, guarantees provided and assets pledged for obtaining such funds; and	N/A
	(III)	cost benefit analysis;	N/A
(iv)	salient features of the agreement(s), if any, with associated company or associated undertaking with regards to the proposed investment;		None. Agreement shall be executed in line with section 199 of Companies Act, 2017 and resolution of shareholders to be passed in annual general meeting.
(v)	direct or indirect interest of directors, sponsors, majority shareholders and their relatives, if any, in the associated company or associated undertaking or the transaction under consideration;		Mr. Asif Peer, CEO of Systems Limited is also member and director in SUS Joint Venture (Pvt.) Limited.
(vi)	in case any investment in associated company or associated undertaking has already been made, the performance review of such investment including complete information/justification for any impairment or write offs; and		There is no impairment or write-off.
(vii)	any other important details necessary for the members to understand the transaction;		N/A
In case of investments in the form of loans, advances and guarantees, following disclosures in addition to those provided under clause (a) of sub-regulation (1) of regulation 3 shall be made,-			
(i)	category-wise amount of investment;		N/A
(ii)	average borrowing cost of the investing company, the Karachi Inter Bank Offered Rate (KIBOR) for the relevant period, rate of return for <i>Shariah</i> compliant products and rate of return for unfunded facilities, as the case may be, for the relevant period		Average borrowing cost of investing company is SBP rate.
(iii)	rate of interest, mark-up, profit, fees or commission etc to be charged by investing company		Higher of KIBOR or borrowing cost of investing company in line with section 199 of Companies Act 2017.
(iv)	particulars of collateral or security to be obtained in relation to the proposed investment;		N/A
(v)	If the investment carries conversion feature i.e. it is convertible into securities, this fact		N/A



Ref. No.	Requirement	Relevant Information
	along with terms and conditions including conversion formula, circumstances in which the conversion may take place and the time when the conversion may be exercisable; and	
(vi)	repayment schedule and terms and conditions of loans or advances to be given to the associated company or associated undertaking;	Principal: One (1) year from disbursement. Mark-up: Quarterly basis.

### Agenda Item No.6 (b)

Nature of information required to be disclosed pursuant to The Companies (Investment in Associated Companies or Undertaking) Regulations, 2017, for investment in associated company M/S UUS Joint Venture (Pvt.) Limited is as follows:

Ref. No.	Requirement	Relevant Information	
<ul style="list-style-type: none"><li><b><u>Disclosures for all types of investments:-</u></b></li></ul>			
(A) Regarding associated company or associated undertaking:-			
i	name of the associated company	UUS Joint Venture (Private) Limited	
ii	basis of relationship	49.99 % shareholding / Common directorship	
iii	earnings per share for the last three years	N/A	
iv	break-up value per share, based on latest audited financial statements;	N/A	
v	financial position, including main items of statement of financial position and profit and loss account on the basis of its latest financial statements; and	Statement of Financial Position – 31 December 2022	
		Non-current assets	-
		Current assets	481,307,341
		Shareholders’ equity	-797,944,529
		Non-current liabilities	-
		Current liabilities	1,279,251,870
		Profit & Loss A/C – 31 December 2022	
		Revenue	16,069,759
		Cost of revenue	188,233,913
		Gross profit	-172,164,154



Ref. No.	Requirement		Relevant Information		
			Loss for the year	-330,983,638	
vi	in case of investment in relation to a project of associated company or associated undertaking that has not commenced operations, following further information, namely,-		N/A		
	(I)	description of the project and its history since conceptualization;			
	(II)	starting date and expected date of completion of work;			
	(III)	time by which such project shall become commercially operational;			
	(IV)	expected time by which the project shall start paying return on investment; and			
	(V)	funds invested or to be invested by the promoters, sponsors, associated company or associated undertaking distinguishing between cash and non-cash amounts;			
(B) General Disclosures					
(i)	maximum amount of investment to be made;		Rs. 200 million		
(ii)	purpose, benefits likely to accrue to the investing company and its members from such investment and period of investment;		Purpose: To meet working capital requirements of UUS Joint Venture (Private) Limited and to give guarantee to Pakistan Civil Aviation Authority.  Benefit: The completion of project will results in distribution of profits by UUS Joint Venture (Pvt.) Limited to Systems Limited.  Period of Investment: The period of investment shall be one (1) year.		
(iii)	sources of funds to be utilized for investment and where the investment is intended to be made using borrowed funds,-		Loan shall be from own funds while guarantee shall be issued by the banker of Systems Limited.		



Ref. No.	Requirement		Relevant Information
	(I)	justification for investment through borrowings;	UUS Joint Venture (Private) Limited is only a special purpose vehicle for executing Pakistan Civil Aviation Authority (PCAA) project awarded to consortium of Systems Limited and Beijing UniStrong Science & Technology Co. It is Systems Limited liability to issue guarantee to (PCAA).
	(II)	detail of collateral, guarantees provided and assets pledged for obtaining such funds; and	Building
	(III)	cost benefit analysis;	N/A
(iv)	salient features of the agreement(s), if any, with associated company or associated undertaking with regards to the proposed investment;		None. Agreement shall be executed in line with section 199 of Companies Act, 2017 and resolution of shareholders to be passed in annual general meeting.
(v)	direct or indirect interest of directors, sponsors, majority shareholders and their relatives, if any, in the associated company or associated undertaking or the transaction under consideration;		Mr. Asif Peer, CEO of Systems Limited is also member and director in UUS Joint Venture (Pvt.) Limited.
(vi)	in case any investment in associated company or associated undertaking has already been made, the performance review of such investment including complete information/justification for any impairment or write offs; and		Under the terms of the Project Agreement executed between UUS-JV and Civil Aviation Authority ("CAA"), UUS-JV was entitled to 5 (five) payments in total for the provision of services against the decided milestones. Till date, UUS-JV has received 4 (Four) payments and 01 remaining partial and is yet awaiting the remaining for balance payments from the CAA against outstanding milestones. After the completion of the said milestones, CAA shall release the performance guarantees provided for the Project. In order to meet the working capital requirements for the remaining milestones / stages of the Project, the Company wishes to increase the loan guarantee limit from Rs. 400,000,000/- (Pakistani Rupees Four Hundred Million only) to Rs. 600,000,000/- (Pakistani Rupees Six Hundred Million only) till such time that the milestones are completed by UUS-JV and the afore-mentioned performance guarantees are released by



Ref. No.	Requirement	Relevant Information
		CAA. There is no impairment or write-off.
(vii)	any other important details necessary for the members to understand the transaction;	N/A
In case of investments in the form of loans, advances and guarantees, following disclosures in addition to those provided under clause (a) of sub-regulation (1) of regulation 3 shall be made,-		
(i)	category-wise amount of investment;	N/A
(ii)	average borrowing cost of the investing company, the Karachi Inter Bank Offered Rate (KIBOR) for the relevant period, rate of return for <i>Shariah</i> compliant products and rate of return for unfunded facilities, as the case may be, for the relevant period	ERF loan: Average borrowing cost of investing company is SBP rate.
(iii)	rate of interest, mark-up, profit, fees or commission etc to be charged by investing company	Higher of KIBOR or borrowing cost of investing company in line with section 199 of companies act 2017.
(iv)	particulars of collateral or security to be obtained in relation to the proposed investment;	Unsecured
(v)	If the investment carries conversion feature i.e. it is convertible into securities, this fact along with terms and conditions including conversion formula, circumstances in which the conversion may take place and the time when the conversion may be exercisable; and	N/A
(vi)	repayment schedule and terms and conditions of loans or advances to be given to the associated company or associated undertaking;	Principal: One (1) year from disbursement.

### Agenda Item No.6 (c)

Nature of information required to be disclosed pursuant to The Companies (Investment in Associated Companies or Undertaking) Regulations, 2017, for investment in associated company M/S E- Processing Systems (Private) Limited is as follows:



Ref. No.	Requirement	Relevant Information		
<ul style="list-style-type: none"><li><u>Disclosures for all types of investments:-</u></li></ul> <div>1. Regarding associated company or associated undertaking:-</div>				
i	name of the associated company	E-Processing Systems (Private) Limited		
ii	basis of relationship	44.60% shareholding through EPS-BV/Associate Company/ Common directorship		
iii	earnings per share for the last three years	31 Dec 2022 (Rs.)	31 Dec 2021 (Rs.)	31 Dec 2020 (Rs.)
		(385.9)	(504.65)	(223.63)
iv	break-up value per share, based on latest audited financial statements;	Rs. 882		
v	financial position, including main items of statement of financial position and profit and loss account on the basis of its latest financial statements; and	Statement of Financial Position – 31 December 2022		
		Non-current assets		463,815,475
		Current assets		1,673,473,736
		Shareholders’ equity		95,907,296
		Non-current liabilities		1,589,887,820
		Current liabilities		451,494,095
		Profit & Loss A/C – 31 December 2022		
		Revenue		331,790,325
		Cost of revenue		(197,030,444)
		Gross profit		134,759,881
		Loss for the year		(184,048,093)



Ref. No.	Requirement		Relevant Information
vi		in case of investment in relation to a project of associated company or associated undertaking that has not commenced operations, following further information, namely,-	N/A
	(I)	description of the project and its history since conceptualization;	
	(II)	starting date and expected date of completion of work;	
	(III)	time by which such project shall become commercially operational;	
	(IV)	expected time by which the project shall start paying return on investment; and	
	(V)	funds invested or to be invested by the promoters, sponsors, associated company or associated undertaking distinguishing between cash and non-cash amounts;	
(B) General Disclosures			
(i)	maximum amount of investment to be made;		Rs. 340 million
(ii)	purpose, benefits likely to accrue to the investing company and its members from such investment and period of investment;		<p>Purpose: To meet increased working capital requirement of E-Processing Systems (Private) Limited arising due to expansion of operations, expected launch of new feature its product OneLoad and a new EMI product.</p> <p>Benefit: The investment would support E-Processing Systems (Private) Limited in smoothly</p>



Ref. No.	Requirement		Relevant Information
			<p>meeting growing working capital requirements due to expansion of operations, launching of new features in its product OneLoad and a new EMI product. Expansion in operations and new features would generate profit for shareholders including investing company.</p> <p>Period of Investment: The period of investment shall be one (1) year with 1 year roll over. convertible into equity at the discretion of the investor.</p>
(iii)	sources of funds to be utilized for investment and where the investment is intended to be made using borrowed funds,-		Own Funds
	(I)	justification for investment through borrowings;	N/A
	(II)	detail of collateral, guarantees provided and assets pledged for obtaining such funds; and	
	(III)	cost benefit analysis;	
(iv)	salient features of the agreement(s), if any, with associated company or associated undertaking with regards to the proposed investment;		Agreement is executed in line with section 199 of Companies Act, 2017.
(v)	direct or indirect interest of directors, sponsors, majority shareholders and their relatives, if any, in the associated company or associated undertaking or the transaction under consideration;		<p>Mr. Aezaz Hussain, Chairman and Mr. Asif Peer, CEO of Systems Limited are also directors of E-Processing (Private) Limited.</p> <p>Mr. Aezaz Hussain, Chairman, Mr. Arshad Masood, Director and Mr. Asif Peer, CEO of Systems Limited are also member in E-Processing</p>



Ref. No.	Requirement	Relevant Information
		Systems (Private) Limited either directly or through direct relatives.
(vi)	in case any investment in associated company or associated undertaking has already been made, the performance review of such investment including complete information/justification for any impairment or write offs; and	<p>With this investment, E-Processing Systems (Private) Limited was able to develop its product OneLoad, launch its commercial operations in 2016 and met its working capital requirements. Since launch of commercial operation, E-Processing Systems (Private) Limited is able to multiply its revenues, number of transactions and number of retailers each month. Currently, OneLoad product is executing 7 million transactions per month while number of retailers using OneLoad product are around 50,000. The company is preparing for pilot operations of EMI.</p> <p>There is no impairment or write-off.</p>
(vii)	any other important details necessary for the members to understand the transaction;	N/A
In case of investments in the form of loans, advances and guarantees, following disclosures in addition to those provided under clause (a) of sub-regulation (1) of regulation 3 shall be made,-		
(i)	category-wise amount of investment;	N/A – Single category
(ii)	average borrowing cost of the investing company, the Karachi Inter Bank Offered Rate (KIBOR) for the relevant period, rate of return for <i>Shariah</i> compliant products and rate of return for unfunded facilities, as the case may be, for the relevant period	Average borrowing cost of investing company is SBP plus 0.5% for ERF Loan Facility
(iii)	rate of interest, mark-up, profit, fees or commission etc to be charged by investing company	KIBOR or borrowing cost of company whichever is higher



Ref. No.	Requirement	Relevant Information
(iv)	particulars of collateral or security to be obtained in relation to the proposed investment;	Unsecured
(v)	if the investment carries conversion feature i.e. it is convertible into securities, this fact along with terms and conditions including conversion formula, circumstances in which the conversion may take place and the time when the conversion may be exercisable; and	N/A
(vi)	repayment schedule and terms and conditions of loan or advances to be given to the associated company or associated undertaking.	Principal: One (1) year from disbursement with rollover option of 1 year. Mark-up: Quarterly basis.

### Agenda Item No.7

The Board of the Company recommends the shareholders to ratify the circulation of annual financial statements of the Company to its members via QR enabled code as per the details provided hereunder:

#### Purpose:

To facilitate the resident companies, the Securities Exchange Commission of Pakistan, through its S.R.O. 389 (I)/2023, dated 21st March, 2023, has authorized the dissemination of annual audited financial statements, encompassing balance sheets, profit and loss accounts, auditor's reports, directors' reports, and other relevant financial information, to its members via QR-enabled codes and weblinks. This measure serves to simplify the process for companies while optimizing efficiency and ensuring compliance with regulatory requirements.

#### Justification:

The company endeavors to capitalize on the benefits offered by S.R.O. 389 (I)/2023 and seeks to optimize its operational efficiency by disseminating its annual audited financial statements to members via QR-enabled codes and weblinks. This approach serves to reduce costs and leverage the advantages offered



by modern technology. It is important to note, however, that in the event a member requests a hard copy of the annual audited financial statement, the company will honor that request and provide the requested documentation.

**Direct or indirect interest of directors, sponsors, majority shareholders and their relatives, if any, in the associated company or associated undertaking or the transaction under consideration:**

N/A

Lahore

Systems Campus  
Software Technology Park  
E-1, Sehjpal Near DHA Phase-VIII  
(Ex-Air Avenue), Lahore Cantt, Pakistan.  
UAN: 042 111 SYSTEMS (797 836)

Karachi

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T: +92 42 34549385-87  
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Dubai

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Dubai, UAE.  
T: + 9714 369 3525  
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# FORM OF PROXY

## 46<sup>th</sup> Annual General Meeting

I/We \_\_\_\_\_  
son/daughte of \_\_\_\_\_  
a member of Systems Limited and holder of \_\_\_\_\_ shares as  
per Registered Folio No. \_\_\_\_\_ do hereby appoint Mr./Mrs. \_\_\_\_\_  
Son/daughter of \_\_\_\_\_ or failing him/her  
Mr./Mrs. \_\_\_\_\_  
son/daughter of \_\_\_\_\_  
who is also a member of the Company vide Registered Folio No. \_\_\_\_\_  
as my/our Proxy to attend, speak and vote for me/us and on my/our behalf at the Annual General  
Meeting of the Company to be held on the 23 May 2023 at Systems Limited Office Lahore & through  
Video Link

In witness whereof on this \_\_\_\_\_ day of \_\_\_\_\_ 2023

### WITNESS

1. Signature \_\_\_\_\_  
Name \_\_\_\_\_  
Address \_\_\_\_\_  
\_\_\_\_\_   
CNIC \_\_\_\_\_  
\_\_\_\_\_

Affix Revenue  
Stamp

2. Signature \_\_\_\_\_  
Name \_\_\_\_\_  
Address \_\_\_\_\_  
\_\_\_\_\_   
CNIC \_\_\_\_\_  
\_\_\_\_\_

Member's Signature

### NOTES

1. A member entitled to attend and vote at this meeting may appoint another member as his/her proxy to attend and vote his/her behalf. Proxies in order to be effective must be received at the registered Office of the Company not less than 48 hours before meeting.
2. The instrument appointing a proxy should be signed by the member or by his attorney duly autho rized in writing. If a member is a corporation, its common seal should be affixed to the instrument.



