



SERVICE GLOBAL FOOTWEAR LIMITED

Servis House, 2-Main Gulberg, Lahore

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is hereby given that an Extraordinary General Meeting (EOGM) of the shareholders of Service Global Footwear Limited (the Company) will be held on **Friday, the May 26, 2023 at 10:00 a.m.** at Shalimar Tower Hotel, Adjacent Servis House, 2 - Main Gulberg, Lahore, to transact the following business:

- To elect Nine (09) Directors of the Company, as fixed by the Board of Directors, in accordance with the provisions of Section 159(1) of the Companies Act, 2017 for the next term of three years commencing from May 29, 2023. The names of retiring Directors, who may be eligible for re-election, are as follows:

- | | |
|-------------------------|--------------------------------|
| 1. Mr. Ahmed Javed | 6. Mr. Abdul Rashid Lone |
| 2. Mr. Arif Saeed | 7. Ms. Maleeha Humayun Bangash |
| 3. Mr. Omar Saeed | 8. Mr. Hassan Ehsan Cheema |
| 4. Mr. Hassan Javed | 9. Mr. Qadeer Ahmed Vaseer |
| 5. Mr. Azmat Ali Ranjha | |

A statement of material facts is annexed with the Notice of EOGM circulated to the shareholders.

By Order of the Board

Lahore
May 04, 2023

WAHEED ASHRAF
Company Secretary

NOTES:

- The Company has placed the notice of EOGM along with form of proxy in English and Urdu languages on its website: www.serviceglobalfootwear.com.
- The Share Transfer Books of the Company will remain closed from May 19, 2023 to May 26, 2023 (both days inclusive). Transfers received in order by our Shares Registrar, M/s. Corplink (Private) Limited, Wings Arcade, 1-K, Commercial, Model Town, Lahore by the close of business on May 18, 2023 will be considered in time for the purpose of attending and voting at the meeting.
- Any member who seeks to contest the election of Directors, whether he is retiring Director or otherwise, shall file with the Company at its registered office not later than fourteen days before the date of meeting, the following documents:
 - Notice of his / her intention to offer himself / herself for election of Directors in terms of Section 159 of the Companies Act, 2017.
 - His / her Folio No. / CDC Investor Account No. / CDC Participant ID No. / Sub-Account No.
 - Consent to act as a Director in Form-28 under Section 167 of the Companies Act, 2017.
 - A detailed profile along with office address and contact information for placement on Company's website as required under SECP's SRO 1196(I)/2019 dated 3rd October 2019.
 - The Independent Directors shall submit a declaration under clause 6(3) of the Listed Companies (Code of Corporate Governance) Regulations, 2019 that he / she qualify the criteria of independence notified under Section 166 of the Companies Act, 2017.
 - Attested Copy of valid Computerized National Identity Card (CNIC) / Passport and National Tax Number (NTN).
 - Detail of other Directorship(s) and office(s) held.
 - The candidates are requested to read the relevant provisions / requirements relating to the Election of Directors, as stipulated in the Companies Act, 2017 and the Listed Companies (Code of Corporate Governance) Regulations, 2019, the other applicable laws and regulations and ensure the compliance with the same in letter and spirit.
- A declaration confirming that:
 - He/she is aware of duties and powers under the relevant applicable laws, Memorandum & Articles of Association of Company, the Listed Companies (Code of Corporate Governance) Regulations, 2019 and listing regulations of Pakistan Stock Exchange Limited;





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- b) He/she is not serving as a Director in more than seven (7) listed companies simultaneously including as an alternate Director;
 - c) He/she is not ineligible to become a Director of a listed company under Section 153 of the Companies Act, 2017 and any other applicable laws and regulations.
4. A member of the Company entitled to attend and vote at the Extraordinary General Meeting may appoint another member as his / her proxy to attend and vote in place of him / her at the meeting. Proxies in order to be effective must be received at the Registered Office of the Company duly stamped and signed not less than 48 hours before the time of meeting. A proxy must be a member of the Company. Proxy Form in English and Urdu languages is attached with the Notice of EOGM circulated to the shareholders.
5. Members who have deposited their shares into Central Depository Company of Pakistan Limited ("CDC") will further have to follow the under mentioned guidelines as laid down by the Securities and Exchange Commission of Pakistan in Circular No 1 of 2000.

A. For Attending the Meeting

- a. In case of Individuals, the account holder and/or sub-account holder whose registration details are uploaded as per the CDC Regulations, shall authenticate his/her identity by showing his/her original CNIC or, original Passport at the time of attending the Meeting.
- b. In case of corporate entity, the Board's resolution / power of attorney with specimen signature of the nominee shall be produced (unless it has been provided earlier) at the time of the Meeting.

B. For Appointing Proxies

- a. In case of individuals, the account holder and/or sub-account holder whose registration details are uploaded as per the CDC Regulations, shall submit the proxy form as per above requirements.
 - b. The proxy form shall be witnessed by two persons, whose names, addresses and CNIC numbers shall be mentioned on the form.
 - c. Attested copies of the CNIC or the passport of beneficial owners and the proxy shall be furnished with the proxy form.
 - d. The proxy shall produce his original CNIC or original passport at the time of the Meeting.
 - e. In case of corporate entity, the Board's resolution / power of attorney with specimen signature shall be furnished (unless it has been provided earlier) along with proxy form to the Company.
6. The members can also participate in the Extraordinary General Meeting through video link facility.

To attend the EOGM through video link, members and their proxies are requested to register their following particulars by sending an e-mail at shareholders@servis.com.

Folio / CDC Account No.	No. of shares held	Name	CNIC No.	Cell No.	Email address

The video link and login credentials will be shared with the shareholders whose e-mails, containing all the requested particulars, are received at the given e-mail address by or before the close of business hours (5:00 p.m.) on May 18, 2023.

7. The Company will provide the facility of electronic voting and voting by post 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.

STATEMENT UNDER SECTION 166(3) OF THE COMPANIES ACT, 2017 IN RESPECT OF APPOINTMENT OF INDEPENDENT DIRECTORS

Section 166 (3) of the Companies Act, 2017 provides that the statement of material facts annexed to the notice of the Extraordinary General Meeting called for election of directors shall indicate the justification for choosing the appointee for appointment as independent director.





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Accordingly, it will be ensured that the independent directors to be elected will meet the criteria set out for independence under Section 166 of the Companies Act, 2017 and regulations issued thereunder and their names are listed on the data bank of independent directors maintained by Pakistan Institute of Corporate Governance.

No Directors have direct or indirect interest in the above said business other than as shareholders of the Company and that they are eligible to contest the election for directorship.

Statement under Rule 4(2) of the Companies (Investment in Associated Companies or Associated Undertakings) Regulations, 2017

Name of Investee Company	Service Long March Tyres (Private) Limited	Service Industries Limited
Total Investment Approved	Long term equity investment increased from Rs. 2,175,215,000 to up to Rs. 2,525,215,000 for purchase of 35,000,000 shares.	<ul style="list-style-type: none">- Working capital loan of up to Rs. 4.5 Billion for a period of one year till June 30, 2024.- Long-term loan of Rs. 2.5 Billion for a period of six years till June 30, 2027.
Amount of Investment made to date	An investment of Rs. 2,423,316,500 has been made so far by the Company.	<ul style="list-style-type: none">- Investment made in the form of working capital loan amounting to Rs. 877 Million.- Investment made in the form of Long-term loan amounting to Rs. 2.25 Billion for a period of six years till June 30, 2027.
Reasons for deviations from the approved timeline of investment, where investment decision was to be implemented in a specified time	No deviation. The validity of resolution for investment of up to Rs. 2,525,215,000 is three (3) years from April 28, 2022. The balance investment will be made as and when funds are required by the associated Company.	No deviation. The investment will be made as and when funds are required by the associated company.
Material change in financial statements of associated company or associated undertaking since the date of the resolution passed for approval of investment in such company	<p>Investment was approved on December 30, 2020 and subsequently increased on April 28, 2022. The sponsors have injected Rs. 12,815,000,000 as equity and the associated company has commenced the commercial operations with effect from March 10, 2022.</p> <p>As per latest audited financial statements for the year ended June 30, 2022 the balance sheet size is Rs. 26.795 Billion, Loss after tax is Rs. 334,092,000 and Loss per share is Rs. 0.38.</p>	<p>There is no material change in the financial statements of the associated company since the date of passing of special resolution i.e., on June 30, 2021.</p> <p>As per latest audited financial statements for the year ended December 31, 2022 the balance sheet size is Rs. 40.250 Billion, Profit after tax is Rs. 354 Million and Earnings per share is Rs. 7.54.</p>



Form of Proxy

Extraordinary General Meeting

I/We _____ of _____
_____ being a member(s) of **Service Global Footwear Limited** and holder of _____ Ordinary Shares hereby
appoint Mr. / Mrs. / Miss _____ of _____
or failing him / her _____ of _____ as my/our proxy in my / our absence to attend and vote for me / us on my /
our behalf at the Extraordinary General Meeting to be held on May 26, 2023 at 10:00 a.m. and / or at any adjournment thereof.

In witness thereof I / We have signed and set my / our hands seal thereon this _____ day of _____ 2023
in the presence of _____

Signed this _____ day of _____ 2023

Folio No.	CDC Account No.	
	Participant I.D.	Account No.

Signature on Fifty - Rupees
Revenue Stamp

The Signature should agree with
the specimen registered with
the Company.

Important:

1. This Proxy Form, duly completed and signed, must be deposited at the registered office of the Company not less than 48 hours before the time of holding the meeting. A proxy must be a member of the Company.
2. If a member appoints more than one proxy and more than one instrument 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:

- Attested copies of CNIC or the passport of the beneficial owners and the proxy shall be provided with the proxy form.
- The proxy shall produce his/her original CNIC or original passport at the time of the meeting.
- In case of corporate entity, the Board of Directors' resolution / power of attorney with specimen signature shall be submitted along with proxy form to the Company.

پراکسی فارم

غیر معمولی اجلاس عام

میں / ہم _____ سروس گلوبل فٹ ویئر لیٹیڈ کے ممبر کی حیثیت سے اور حامل _____
عمومی حصص، محترم / محترمہ _____ کو یا اُن کی غیر حاضری کی صورت میں محترم / محترمہ _____
کو اپنا / ہمارا پراکسی مقرر کرتا / کرتی ہوں کہ میری غیر موجودگی کی صورت میں میری / ہماری طرف سے کمپنی کے غیر معمولی اجلاس عام جو کہ مورخہ 26 مئی 2023 صبح 10 بجے منعقد ہو رہا ہے، میں شرکت / حق رائے دہی استعمال کر سکیں۔

گواہ نمبر 1

نام _____ دستخط _____ مورخہ _____

گواہ نمبر 2

نام _____ دستخط _____ مورخہ _____

فولیو نمبر	سی ڈی سی اکاؤنٹ نمبر	
	پارٹنر شپ آئی ڈی	اکاؤنٹ نمبر

پچاس روپے مالیت کی
ریونیولٹ پر دستخط کریں۔

(دستخط کمپنی میں درج نمونہ دستخط
کے مطابق ہونے چاہئیں)

اہم ہدایات:

1. پراکسیز کے موثر ہونے کیلئے لازم ہے کہ وہ اجلاس سے 48 گھنٹے قبل کمپنی کو موصول ہوں۔ پراکسی کمپنی کے ممبرز میں سے ہی ہونا چاہیئے۔
2. ایک سے زیادہ پراکسی مقرر کرنا یا جمع کروانا، ناقابل قبول ہوگا۔
3. سی ڈی سی اکاؤنٹ ہولڈرز / کارپوریٹ اداروں کیلئے۔

اوپر دی گئی ہدایت کے علاوہ مندرجہ ذیل شرائط بھی پوری کرنا ہوں گی:

- حصص یافتگان کے نمائندوں سے التماس ہے کہ وہ اپنے کمپیوٹر اڈومی شناختی کارڈ یا پاسپورٹ کی تصدیق شدہ کاپی پراکسی فارم کے ساتھ کمپنی میں جمع کرائیں۔
- حصص یافتگان کے نمائندوں سے التماس ہے کہ وہ اپنے کمپیوٹر اڈومی شناختی کارڈ یا پاسپورٹ کی تصدیق شدہ کاپی اپنے ہمراہ لے کر آئیں۔
- کارپوریٹ ادارے کی صورت میں، بورڈ آف ڈائریکٹرز کی قرارداد یا پاور آف اٹارنی بمعہ دستخط کا نمونہ پراکسی فارم کے ساتھ جمع کروانا ضروری ہوگا۔