



ISO 9001:2015,
ISO 14001:2015 &
ISO 45001:2018 Certified

Security Papers LIMITED

No. SY – 67 / III

23 JAN 2024

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

NOTICE OF 8TH EXTRAORDINARY GENERAL MEETING

Dear Sir,

Enclosed please find Notice of 8th Extraordinary General Meeting (EOGM) of the Company which will be held on Tuesday, February 13, 2024 at 09:00 AM.

The said Notice has been published in the newspapers.

Yours truly,
for Security Papers Limited

Yasir Ali Quraishi
Company Secretary

Encl: As stated above



Security Papers Limited

ADDENDUM NOTICE FOR THE 8TH EXTRAORDINARY GENERAL MEETING OF SECURITY PAPERS LIMITED

By virtue of this Addendum Notice, the members of Security Papers Limited ("SPL / Company") are hereby informed that a Writ Petition No. 3877 of 2023 (Muhammad Javed Akhtar vs. Federation of Pakistan & Others) ("Petition") was filed before the Hon'able High Court of Islamabad ("IHC") and in compliance with the Court Order dated 28 November 2023, the Eighth (8th) Extraordinary General Meeting ("EOGM") of SPL, scheduled on 29 November 2023, for the purpose of Election of Directors was suspended by IHC. The Petition was later dismissed by IHC on merits vide its Court Order dated 20 December 2023 and therefore, the suspension order was also vacated.

In continuation of the earlier Notice dated 8 November 2023, the members are hereby informed that the 8th EOGM for the purpose of Election of Directors of SPL will be held on Tuesday, 13th February, 2024 at 9:00 a.m. at its Registered Office situated at Jinnah Avenue, Malir Halt, Karachi and also through video link (zoom application), to transact the following business:

ORDINARY BUSINESS

1. To elect four (4) Directors of the Company out of the ten (10) Directors* as fixed by the Board of Directors pursuant to Section 159(1) of the Companies Act, 2017, for a term of next three years. The categories of the Directors are as follows:

Category of Directors	Number of Directors to be Elected
Independent Directors	3
Female Director	1

* Six (6) Directors are to be nominated. Art. 69(1) of the Articles of Association ("Articles") of the Company entitles Pakistan Security Printing Corporation (Private) Limited ("PSPC") to have four of its nominees on the Board of Directors of SPL. Similarly, the respective shareholders in Iran and Turkey have the right to nominate one director each to the Board of SPL pursuant to Art. 69(2) of the Articles.

In pursuance of Section 159(4) of the Companies Act, 2017, the members were informed vide Notice dated 22 November 2023, that the following persons have filed with the Company their notices under Section 159 (3) of the Companies Act, 2017, of their intention to offer themselves for elections at the 8th EOGM of the Company.

S. No.	Name of Candidate	Category
1.	Mrs. Farzana Munaf	Female
2.	Mr. Muhammad Saleem Tahir	Independent
3.	Mr. Farmanullah Zarkoon	Independent
4.	Mr. Muhammad Sualeh Ahmad Faruqui	Independent
5.	Mr. Asad Ali Shah	Independent
6.	Mr. Ahmed Munaf	Independent



Security Papers Limited

Notes:

- Please take note that Mr. Muhammad Javed Akhtar has voluntarily withdrawn his candidature to contest election of directors in the 'independent director category' via his email dated 29-12-2023, addressed to the Company Secretary.
2. To transact any other ordinary business of the Company with the permission of the Chairman.

By Order of the Board

Yasir Ali Quraishi
Company Secretary

Karachi,
Tuesday, 23 January 2024

NOTES:

1. Closure of Share Transfer Books

The Share Transfer Books of the Company will remain closed from 7 February 2024 to 13 February 2024 (both days inclusive). Transfers received in order at the office of Share Registrar, M/s. FAMCO Share Registration Services (Pvt.) Limited, 8-F, Near Hotel Faran, Nursery, Block-6, P.E.C.H.S., Shahrah-e-Faisal, Karachi by the close of business on 6 February 2024 will be considered in time to determine the above-mentioned entitlement and to attend and vote at the Meeting.

2. Participation in the Extraordinary General Meeting electronically and appointing proxies.

- (i) Members whose names are appearing in the register of members as of 6 February 2024 are entitled to attend and vote at the EOGM.
- (ii) In light of Section 134 and Section 137 of the Companies Act, 2017, all proxies obtained earlier by members are rendered invalid / cancelled and new proxies would have to be obtained by the members for the 8th EOGM of SPL for the purpose of Election of Directors to be held on 13 February 2024.
- (iii) The shareholders who wish to attend the 8th EOGM are requested to get themselves registered by sending their particulars at the designated email address (info.shares@famcosrs.com), giving particulars as per below table by the close of business hours (5:00 PM) on 6 February 2024.

Name of Shareholder	CNIC No./NTN NO.	CDC Participant ID/Folio No.	Cell No.	Email address

- (iv) The zoom link would be provided to the registered shareholders/proxies who have provided all the requested information. The shareholders are also encouraged to send their comments/suggestion related to the agenda items of the EOGM on the above-mentioned email address by the close of business hours (5:00 PM) on 6 February 2024.



Security Papers Limited

- (v) A member entitled to attend and vote at the above meeting may appoint a proxy to attend and vote on his/her behalf. No person shall act as a proxy (except for a corporation) unless he is entitled to be present and vote in his own right. For appointing proxies, the scanned copy of the proxy form appearing below duly executed and witnessed, along with the relevant supporting documents and the e-mail address of the proxy must be sent to the Company Secretary at yasir@security-papers.com at least 48 hours before the time of the EOGM.
- (vi) The proxy form should be witnessed by two persons whose names, addresses and CNIC numbers shall be mentioned on the form.
- (vii) Where possible, attested copies of the CNIC or the identification pages of the passport of the beneficial owners and the proxy should be enclosed with the e-mailed Proxy Form.
- (viii) In case of corporate entity, the Board of Directors' resolution/Power of Attorney with specimen signature should be submitted along with the e-mailed (soft copy) of the Proxy Form to the Company.
- (ix) Shareholders holding shares in physical form are requested to notify the change of their addresses, if any and provide the copy of their CNIC to Share Registrar, M/s. FAMCO Share Registration Services (Pvt.) Limited, 8-F, Near Hotel Faran, Nursery, Block-6, P.E.C.H.S., Shahrah-e-Faisal, Karachi. Those shareholdings are in electronic form with CDC must notify change of address to their participants or CDC Investor Accounts Services with whom account is maintained.

A member entitled to attend and vote at this meeting may appoint any other member as his/her proxy to attend and vote on his/her behalf. The instrument appointing proxy must be received at the Registered Office of the Company duly stamped and signed not later than 48 hours before the meeting.

CDC Account Holders will further have to follow the under mentioned guidelines as laid down in Circular No.1 dated January 26, 2000 issued by the Securities and Exchange Commission of Pakistan.

- (x) The Proxy Form is available on the Company's website also attached herewith.

3. Consent for Video Link Facility

Further to SECP S.R.O. No.1027/(I)2014 dated 13th November 2014 clause 1(b) "The Company may provide video link facility to its members for attending the general meeting at places other than the town in which the general meeting is taking place after considering the geographical dispersal of its members:

Provided that if members, collectively holding 10% or more shareholding residing at a geographical location, provide their consent to participate in the meeting through video link at least 10 days prior to the date of meeting, the Company shall arrange video link facility in that city subject to availability of such facility in that city".

The Company will intimate members regarding venue of video link facility at least 5 days before the date of general meeting along with complete information necessary to enable them to access such facility.



Security Papers Limited

I/We, _____ of _____, being a member of the Security Papers Limited, holder of _____ Ordinary Share(s) as per Register CDC/Folio No. _____ hereby opt for video link facility at _____.

4. Election of Directors

As the books of the Company were once again opened subsequent to the suspension of Election of Directors scheduled for 29 November 2023 by Islamabad High Court and trading of shares have taken place, which resulted in new incoming members of the Company. In case, any person(s) intends to contest the Election of Directors, in the category of independent director or a female director, shall whether he/she is a retiring director or otherwise, send his/her nomination for Elections, duly signed by the Member or Members making the nomination or by their duly authorized representative to the Company at its Registered Office, Jinnah Avenue, Malir Halt, Karachi, Pakistan, which should be received not less than fourteen (14) clear days before the date of the EOGM in terms of Section 159(3) of the Companies Act, 2017.

The Company shall transmit all notices of intentions to contest elections received by it to the members not later than seven days before the date of the meeting, along with the following information for the independent and female members contesting for the election of director:

- (i) Names along with the profile and the category for which he/she is contesting for the election of director;
- (ii) Justification for selecting the candidate for the appointment of independent director.

The Company shall annex with the notice to members a statement by a candidate from among the minority shareholders who seeks to contest election to the Board, including a profile of the candidate.

5. Categories for Election of Directors

In compliance with the provisions of Regulation 7A of the Listed Companies (Code of Corporate Governance) Regulations, 2019, the Election of Directors will be held in the following categories:

- Independent Directors
- Female Directors

Any member who seeks to contest for election in the category of independent director or a female director, as the case may be whether retiring or otherwise, shall file with the Company not later than fourteen days before the date of the meeting at which the elections are to be held, a notice of intention and select any one category in which he/she intends to contest for the election of director.

For the category of the Independent Director, all the notices received by the Company, shall be subject to due diligence by the Company as prescribed under section 166 of the Companies Act, 2017 and the Companies (Manner and Selection of Independent Directors) Regulations, 2018.

6. Candidates for Directorship

Every nomination of a candidate for Elections must be accompanied with the following documents:



Security Papers Limited

Consent of the Candidate to act as Director in Form 28, duly signed by the Candidate, as required by the Companies Act, 2017;

Declaration of Candidate for being compliant with the requirements of the Listed Companies (Code of Corporate Governance) Regulations, 2019 and the eligibility criteria as set out in the Companies Act, 2017, to act as Director of a Listed Company;

Confirmation of the Candidate that he/she is not serving as Director in more than seven listed companies simultaneously, provided that his/her limit shall not include the directorship in the listed subsidiary;

A detailed profile of the Candidate along with a copy of valid CNIC, Folio or CDC account number, Contact details and Office Address.

In case of an Independent Director, a declaration of the Candidate as per the Listed Companies (Code of Corporate Governance) Regulations, 2019.

Potential Candidates may contact Mr. Yasir Ali Quraishi, Company Secretary at yasir@security-papers.com for any queries or assistance on the above. Further, the website of the Company will also be updated with the required information.

The final list of contesting candidates would be circulated not later than seven days before the date of the EOGM.

7. Postal Ballot & E-Voting

Pursuant to the Companies (Postal Ballot) Regulations, 2018 read with Sections 143 and 144 of the Companies Act, 2017, Members will be allowed to exercise their right to vote through postal ballot, that is voting by post or electronic mode, in accordance with the requirements and procedure contained in the aforesaid Regulations.

Members are further informed that the results of postal ballot and e-voting received earlier by the Company have been rendered invalid / cancelled in accordance with Section 134 and Section 137 of the Companies Act, 2017 and therefore, new postal balloting and e-voting process would be carried out for the 8th EOGM of SPL for the purpose of Election of Directors to be held on 13 February 2024.

8. Representation of Minority Shareholders

The Company shall:

- (i) annex to the notice issued under sub-section (4) of section 159 of the Act, a statement by a candidate from among the minority shareholders who seeks to contest election to the Board, including a profile of the candidate(s);
- (ii) provide information regarding members and shareholding structure to the candidate(s); and



- (iii) on a request by the candidate(s) and at the cost of the company, annex to the notice issued under sub-section (4) of section 159 of the Act, an additional copy of proxy form duly filled in by such candidate(s).

STATEMENT OF MATERIAL FACTS UNDER SECTION 166 (3) OF THE COMPANIES ACT, 2017

The Term of Office of the Retiring Directors had expired on 1 September 2023 and in terms of Section 161 of the Companies Act, 2017, the existing directors continued to perform their functions until their successors are elected in the forthcoming EOGM of the Company.

Accordingly, the Board of Security Papers Limited would be reconstituted for the term of next three (3) years by electing four (4) directors, which include three (3) independent directors and one (1) female director in the 8th EOGM to be held on 13 February 2024.

Section 166(3) of the Companies Act 2017, provides that a statement of material facts is annexed to the Notice of the General Meeting called for the purpose of Election of Directors which shall indicate the justification for choosing the candidate for appointment as Independent Director.

Pursuant to the above-mentioned provision, Independent Directors will be elected through the process of election of directors as laid down under Section 159 of the Companies Act, 2017.

The Company will ensure that the Independent Director to be elected meets the criteria as 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. The Company while selecting independent directors shall assess respective competencies, diversity, skill, knowledge and experience of the candidate.

The candidates are requested to read the relevant provisions/requirements relating to the Appointment/Election of Directors, as mentioned in the Companies Act, 2017 and the Listed Companies (Code of Corporate Governance) Regulations, 2019 and ensure compliance with the same in letter and spirit.



Security Papers
LIMITED

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In continuation of the earlier Notice dated 8 November 2023, the members are hereby informed that the 8th EOGM for the purpose of Election of Directors of SPL will be held on Tuesday, 13th February, 2024 at 9:00 a.m. at its Registered Office situated at Jinnah Avenue, Malir Halt, Karachi and also through video link (zoom application), to transact the following business:

ORDINARY BUSINESS

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Category of Directors	Number of Directors to be Elected
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- Six (6) Directors are to be nominated. Art. 69(1) of the Articles of Association ("Articles") of the Company entitles Pakistan Security Printing Corporation (Private) Limited ("PSPC") to have four of its nominees on the Board of Directors of SPL. Similarly, the respective shareholders in Iran and Turkey have the right to nominate one director each to the Board of SPL pursuant to Art. 69(2) of the Articles.

In pursuance of Section 159(4) of the Companies Act, 2017, the members were informed vide Notice dated 22 November 2023, that the following persons have filed with the Company their notices under Section 159 (3) of the Companies Act, 2017, of their intention to offer themselves for elections at the 8th EOGM of the Company.

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3.	Mr. Farmanullah Zarkoon	Independent
4.	Mr. Muhammad Sualeh Ahmad Faruqi	Independent
5.	Mr. Asad Ali Shah	Independent
6.	Mr. Ahmed Munaf	Independent

Notes:

- Please take note that Mr. Muhammad Javed Akhtar has voluntarily withdrawn his candidature to contest election of directors in the 'independent director category' via his email dated 29-12-2023, addressed to the Company Secretary.
- To transact any other ordinary business of the Company with the permission of the Chairman.

By Order of the Board

Yasir Ali Quraishi
Company Secretary

Karachi,
Tuesday, 23 January 2024

NOTES:

1. Closure of Share Transfer Books

The Share Transfer Books of the Company will remain closed from 7 February 2024 to 13 February 2024 (both days inclusive). Transfers received in order at the office of Share Registrar, M/s. FAMCO Share Registration Services (Pvt.) Limited, 8-F, Near Hotel Faran, Nursery, Block-6, P.E.C.H.S., Shahrah-e-Faisal, Karachi by the close of business on 6 February 2024 will be considered in time to determine the above-mentioned entitlement and to attend and vote at the Meeting.

2. Participation in the Extraordinary General Meeting electronically and appointing proxies.

- Members whose names are appearing in the register of members as of 6 February 2024 are entitled to attend and vote at the EOGM.

(ii) In light of Section 134 and Section 137 of the Companies Act, 2017, all proxies obtained earlier by members are rendered invalid / cancelled and new proxies would have to be obtained by the members for the 8th EOGM of SPL for the purpose of Election of Directors to be held on 13 February 2024.

(iii) The shareholders who wish to attend the 8th EOGM are requested to get themselves registered by sending their particulars at the designated email address (info.shares@famcosrs.com), giving particulars as per below table by the close of business hours (5:00 PM) on 6 February 2024.

Name of Shareholder	CNIC No./NTN NO.	CDC Participant ID/Folio No.	Cell No.	Email address

- (iv) The zoom link would be provided to the registered shareholders/proxies who have provided all the requested information. The shareholders are also encouraged to send their comments/suggestion related to the agenda items of the EOGM on the above-mentioned email address by the close of business hours (5:00 PM) on 6 February 2024.
- (v) A member entitled to attend and vote at the above meeting may appoint a proxy to attend and vote on his/her behalf. No person shall act as a proxy (except for a corporation) unless he is entitled to be present and vote in his own right. For appointing proxies, the scanned copy of the proxy form appearing below duly executed and witnessed, along with the relevant supporting documents and the e-mail address of the proxy must be sent to the Company Secretary at yasir@security-papers.com at least 48 hours before the time of the EOGM.
- (vi) The proxy form should be witnessed by two persons whose names, addresses and CNIC numbers shall be mentioned on the form.
- (vii) Where possible, attested copies of the CNIC or the identification pages of the passport of the beneficial owners and the proxy should be enclosed with the e-mailed Proxy Form.
- (viii) In case of corporate entity, the Board of Directors' resolution/Power of Attorney with specimen signature should be submitted along with the e-mailed (soft copy) of the Proxy Form to the Company.
- (ix) Shareholders holding shares in physical form are requested to notify the change of their addresses, if any and provide the copy of their CNIC to Share Registrar, M/s. FAMCO Share Registration Services (Pvt.) Limited, 8-F, Next to Hotel Faran, Nursery, Block-6, P.E.C.H.S., Shahrah-e-Faisal, Karachi. Those shareholdings are in electronic form with CDC must notify change of address to their participants or CDC Investor Accounts Services with whom account is maintained.
- A member entitled to attend and vote at this meeting may appoint any other member as his/her proxy to attend and vote on his/her behalf. The instrument appointing proxy must be received at the Registered Office of the Company duly stamped and signed not later than 48 hours before the meeting.
- CDC Account Holders will further have to follow the under mentioned guidelines as laid down in Circular No.1 dated January 26, 2000 issued by the Securities and Exchange Commission of Pakistan.
- (x) The Proxy Form is available on the Company's website also attached herewith.

3. Consent for Video Link Facility

Further to SECP S.R.O. No.1027/(I)2014 dated 13th November 2014 clause 1(b) "The Company may provide video link facility to its members for attending the general meeting at places other than the town in which the general meeting is taking place after considering the geographical dispersal of its' members:

Provided that if members, collectively holding 10% or more shareholding residing at a geographical location, provide their consent to participate in the meeting through video link at least 10 days prior to the date of meeting, the Company shall arrange video link facility in that city subject to availability of such facility in that city".

The Company will intimate members regarding venue of video link facility at least 5 days before the date of general meeting along with complete information necessary to enable them to access such facility.

I/We, _____ of _____, being a member of the Security Papers Limited, holder of _____ Ordinary Share(s) as per Register CDC/Folio No. _____ hereby opt for video link facility at _____

4. Election of Directors

As the books of the Company were once again opened subsequent to the suspension of Election of Directors scheduled for 29 November 2023 by Islamabad High Court and trading of shares have taken place, which resulted in new incoming members of the Company. In case, any person(s) intends to contest the Election of Directors, in the category of independent director or a female director, shall whether he/she is a retiring director or otherwise, send his/her nomination for Elections, duly signed by the Member or Members making the nomination or by their duly authorized representative to the Company at its Registered Office, Jinnah Avenue, Malir Halt, Karachi, Pakistan, which should be received not less than fourteen (14) clear days before the date of the EOGM in terms of Section 159(3) of the Companies Act, 2017.

The Company shall transmit all notices of intentions to contest elections received by it to the members not later than seven days before the date of the meeting, along with the following information for the independent and female members contesting for the election of director:

- (i) Names along with the profile and the category for which he/she is contesting for the election of director;
- (ii) Justification for selecting the candidate for the appointment of independent director.

The Company shall annex with the notice to members a statement by a candidate from among the minority shareholders who seeks to contest election to the Board, including a profile of the candidate.

5. Categories for Election of Directors

In compliance with the provisions of Regulation 7A of the Listed Companies (Code of Corporate Governance) Regulations, 2019, the Election of Directors will be held in the following categories:

- Independent Directors
- Female Directors

Any member who seeks to contest for election in the category of independent director or a female director, as the case may be whether retiring or otherwise, shall file with the Company not later than fourteen days before the date of the meeting at which the elections are to be held, a notice of intention and select any one category in which he/she intends to contest for the election of director.

For the category of the Independent Director, all the notices received by the Company, shall be subject to due diligence by the Company as prescribed under section 166 of the Companies Act, 2017 and the Companies (Manner and Selection of Independent Directors) Regulations, 2018.

6. Candidates for Directorship

Every nomination of a candidate for Elections must be accompanied with the following documents:
Consent of the Candidate to act as Director in Form 28, duly signed by the Candidate, as required by the Companies Act, 2017;

Declaration of Candidate for being compliant with the requirements of the Listed Companies (Code of Corporate Governance) Regulations, 2019 and the eligibility criteria as set out in the Companies Act, 2017, to act as Director of a Listed Company;

Confirmation of the Candidate that he/she is not serving as Director in more than seven listed companies simultaneously, provided that his/her limit shall not include the directorship in the listed subsidiary;

A detailed profile of the Candidate along with a copy of valid CNIC, Folio or CDC account number, Contact details and Office Address.

In case of an Independent Director, a declaration of the Candidate as per the Listed Companies (Code of Corporate Governance) Regulations, 2019.

Potential Candidates may contact Mr. Yasir Ali Quraishi, Company Secretary at yasir@security-papers.com for any queries or assistance on the above. Further, the website of the Company will also be updated with the required information.

The final list of contesting candidates would be circulated not later than seven days before the date of the EOGM.

7. Postal Ballot & E-Voting

Pursuant to the Companies (Postal Ballot) Regulations, 2018 read with Sections 143 and 144 of the Companies Act, 2017, Members will be allowed to exercise their right to vote through postal ballot, that is voting by post or electronic mode, in accordance with the requirements and procedure contained in the aforesaid Regulations.

Members are further informed that the results of postal ballot and e-voting received earlier by the Company have been rendered invalid / cancelled in accordance with Section 134 and Section 137 of the Companies Act, 2017 and therefore, new postal balloting and e-voting process would be carried out for the 8th EOGM of SPL for the purpose of Election of Directors to be held on 13 February 2024.

8. Representation of Minority Shareholders

The Company shall:

- (i) annex to the notice issued under sub-section (4) of section 159 of the Act, a statement by a candidate from among the minority shareholders who seeks to contest election to the Board, including a profile of the candidate(s);
- (ii) provide information regarding members and shareholding structure to the candidate(s); and
- (iii) on a request by the candidate(s) and at the cost of the company, annex to the notice issued under sub-section (4) of section 159 of the Act, an additional copy of proxy form duly filled in by such candidate(s).

STATEMENT OF MATERIAL FACTS UNDER SECTION 166 (3) OF THE COMPANIES ACT, 2017

The Term of Office of the Retiring Directors had expired on 1 September 2023 and in terms of Section 161 of the Companies Act, 2017, the existing directors continued to perform their functions until their successors are elected in the forthcoming EOGM of the Company.

Accordingly, the Board of Security Papers Limited would be reconstituted for the term of next three (3) years by electing four (4) directors, which include three (3) independent directors and one (1) female director in the 8th EOGM to be held on 13 February 2024.

Section 166(3) of the Companies Act 2017, provides that a statement of material facts is annexed to the Notice of the General Meeting called for the purpose of Election of Directors which shall indicate the justification for choosing the candidate for appointment as Independent Director.

Pursuant to the above-mentioned provision, Independent Directors will be elected through the process of election of directors as laid down under Section 159 of the Companies Act, 2017.

The Company will ensure that the Independent Director to be elected meets the criteria as 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. The Company while selecting independent directors shall assess respective competencies, diversity, skill, knowledge and experience of the candidate.

The candidates are requested to read the relevant provisions/requirements relating to the Appointment/Election of Directors, as mentioned in the Companies Act, 2017 and the Listed Companies (Code of Corporate Governance) Regulations, 2019 and ensure compliance with the same in letter and spirit.



Security Papers LIMITED

ضمیمہ نوٹس برائے

سیکیورٹی پیپرز لمیٹڈ کا 8 واں غیر معمولی اجلاس عام

سیکیورٹی پیپرز لمیٹڈ (SPL / کمپنی) کے اراکین کو اس ضمیمہ نوٹس کے ضمن میں مطلع کیا جاتا ہے کہ ایک رٹ پٹیشن نمبر 3877 برائے 2023 (محمد جاوید اختر بمقابلہ فیڈریشن آف پاکستان اینڈ دیگر) ("پٹیشن") اسلام آباد کی محرز ہائی کورٹ ("آئی اے جی 3") میں دائر کی گئی تھی جبکہ 28 نومبر 2023 کے عدالتی حکم کی تعمیل میں، ایس بی ایل کا آٹھواں (8 واں) غیر معمولی اجلاس عام (EOGM) جو 29 نومبر 2023 کو شیڈول تھا، جس کا مقصد ڈائریکٹرز کا انتخاب تھا اسے اسلام آباد ہائی کورٹ نے معطل کر دیا تھا۔ تاہم اس درخواست کو بعد میں اسلام آباد ہائی کورٹ نے اپنے 20 دسمبر 2023 کے عدالتی حکم کے ذریعے میرٹ پر خارج کر دیا تھا اور اس وجہ سے معطلی کا حکم بھی منسوخ کر دیا گیا۔

اب 8 نومبر 2023 کے سابقہ نوٹس کے تسلسل میں، اراکین کو مطلع کیا جاتا ہے کہ ایس بی ایل کے ڈائریکٹرز کے انتخاب کے مقصد سے 8 واں EOGM بروز منگل، 13 فروری 2024 کو صبح 09:00 بجے کمپنی کے رجسٹرڈ آفس واقع جناح ایویو، بلبر ہال کراچی میں اور بذریعہ ریویو بڈ یولنگ (زوم) منعقد کیا جائے گا:

عمومی کاروبار

1۔ کمپنیز ایکٹ، 2017 کے سیکشن (1) 159 کے تحت بورڈ آف ڈائریکٹرز کے ذریعہ مقرر کردہ دس (10) ڈائریکٹرز * میں سے کمپنی کے چار (4) ڈائریکٹرز کو اگلے تین سال کی مدت کے لیے منتخب کرنا۔ ڈائریکٹرز کی کیٹیگری درج ذیل ہیں:

ڈائریکٹرز کی کیٹیگری	منتخب کرنے والے ڈائریکٹرز کی تعداد
آزاد ڈائریکٹرز	3
خاتون ڈائریکٹرز	1

* چھ (6) ڈائریکٹرز نامزد کئے جاتے ہیں۔ کمپنی کے ("آرٹیکلز") آف ایسوسی ایشن کے آرٹیکل (1) 69 کے مطابق بی ایس بی سی کو بورڈ آف ڈائریکٹرز میں اپنے چار نامزد افراد رکھنے کا حق ہے۔ اسی طرح برعکس آرٹیکل (2) 169 ایران اور ترکی میں متعلقہ شیئرز ہولڈرز کو بورڈ میں ایک ڈائریکٹر نامزد کرنے کا حق ہے۔ کمپنیز ایکٹ 2017 کے سیکشن (4) 159 کی تعمیل میں، 22 نومبر 2023 کے نوٹس کے ذریعے ممبران کو مطلع کیا گیا تھا کہ کمپنیز ایکٹ، 2017 کے سیکشن (3) 159 کے تحت درج ذیل افراد نے 8 ویں EOGM میں انتخابات کے لیے خود کو پیش کرنے کیلئے کمپنی کے پاس اپنے نوٹس جمع کروائے ہیں۔

سیریل نمبر	امیدوار کا نام	کیٹیگری
1	مسز فرزانہ منٹاف	خاتون
2	محمد سلیم طاہر	آزاد
3	فرمان اللہ زکون	آزاد
4	محمد صالح احمد فاروقی	آزاد
5	اسد علی شاہ	آزاد
6	احمد منٹاف	آزاد

نوٹس:

• واضح رہے کہ جناب محمد جاوید اختر نے "آزاد ڈائریکٹرز کی کیٹیگری" میں ڈائریکٹرز کا انتخاب لانے کے لیے رضا کارانہ طور خود کو بذریعہ ای میل بتاریخ 29-12-2023 کو دستبردار کر دیا تھا اور ساتھ ہی اس کمپنی سیکرٹری کو اس حوالے سے آگاہ بھی کیا تھا۔

2۔ چیئرمین کی جانب سے کمپنی کی کسی دوسری عمومی کارروائی کو زیر غور لایا جائے گا۔

کراچی،

بروز منگل، 23 جنوری 2024

بحکم بورڈ

یاسر علی قریشی

کمپنی سیکرٹری

نوٹس:

1۔ شیئرز ٹرانسفر بکس کی بندش

کمپنی کی شیئرز ٹرانسفر بکس مورخہ 7 فروری 2024 سے 13 فروری 2024 (بشمول دونوں ایام) بند رہیں گی۔ شیئرز رجسٹر آف انس میسرز فیکو شیئرز رجسٹریشن سرورسز (پرائیویٹ) لمیٹڈ، 8-F، نزد ہوٹل فاران، نسری بلاک -6، P.E.C.H.S، شاہراہ فیصل، کراچی میں مورخہ 6 فروری 2024 کو کاروبار کے اختتام تک موصولہ ٹرانسفرز مذکورہ بالا کا تعین کرنے، مینٹننس میں شرکت کرنے اور ووٹ دینے کیلئے بروقت تسلیم کئے جائیں گے۔

2۔ غیر معمولی اجلاس عام میں ایسی کمپنیاں تک طور پر شرکت اور پراکسیوں کا اقتدار

(i) وہ اراکین جن کے نام 6 فروری 2024 تک ممبران کے رجسٹر میں آ رہے ہیں وہ EOGM میں شرکت اور ووٹ دینے کے حقدار ہیں۔

(ii) کمپنیز ایکٹ 2017 کے سیکشن 134 اور سیکشن 137 کی رو سے ممبران سے پہلے حاصل کی گئی تمام پراکسیز کو غیر موثر/منسوخ قرار دے دیا گیا ہے اور اس مقصد کے لیے ممبران کو SPL کا 8 واں EOGM کے لیے نئی پراکسیز حاصل کرنی ہوں گی جبکہ ڈائریکٹرز کا انتخاب 13 فروری 2024 کو منعقد ہونا ہے۔

(iii) شیئرز ہولڈرز جو 8 ویں EOGM میں شرکت کرنا چاہتے ہیں ان سے درخواست کی جاتی ہے کہ وہ اپنی تفصیلات مقرر کردہ ای میل (info.shares@famcosrs.com) پر بھیج کر سچے دہیے گئے شیڈول کے مطابق تفصیلات فراہم کریں اور مورخہ 6 فروری 2024 کو کاروباری اوقات کے اختتام (شام 5 بجے) تک مذکورہ ای میل ایڈریس پر بھیج دیں۔

شیئرز ہولڈر کا نام	CNIC/NTN No.	سی ڈی سی پانسپٹ آئی ڈی / فوئیو نمبر	سیل نمبر	ای میل ایڈریس

6- ڈائریکٹر شپ کے امیدوار

انکیشن کے لیے ہر امیدوار کی نامزدگی کے ساتھ درج ذیل دستاویزات کا ہونا ضروری ہے:
فارم 28 میں ڈائریکٹر کے طور پر کام کرنے کے لیے امیدوار کی رضامندی، جس پر امیدوار کے دستخط ہوں گے، جیسا کہ کمپنیز ایکٹ، 2017 میں مطلوب ہے۔ لسٹڈ کمپنیز (کوڈ آف کارپوریٹ گورنس) کے ضوابط، 2019 کے مطابق متعین کردہ اہلیت کے معیار پر پورا اترنے اور کمپنیز ایکٹ 2017 میں امیدوار کا ایک لسٹڈ کمپنی کے ڈائریکٹر کے طور پر کام کرنے کے لیے ڈکلیئریشن۔
امیدوار کی تصدیق کہ وہ بیک وقت سات سے زیادہ لسٹڈ کمپنیوں میں ڈائریکٹر کے طور پر خدمات انجام نہیں دے رہا ہے، واضح کرے کہ اس کے/اس کی حد میں لسٹڈ کمپنی کی سب سیڈری کیڈائریکٹر شپ شامل نہیں۔

امیدوار کی تفصیلی پروفائل کے ساتھ درست CNIC، فوٹیو یا ICDC کا نوٹ نمبر، رابطہ کی تفصیلات اور دفتر کا پتہ۔
ایک آزاد ڈائریکٹر کی صورت میں لسٹڈ کمپنیز (کوڈ آف کارپوریٹ گورنس ریگولیشنز، 2019 کے مطابق امیدوار کی ڈکلیئریشن۔
مکن امیدوار مندرجہ بالا حوالے سے کسی بھی سوال یا مدد کے لیے کمپنی سیکرٹری جناب یاسر علی قریشی سے yasir@security-papers.com پر رابطہ کر سکتے ہیں۔ مزید یہ کہ کمپنی کی ویب سائٹ بھی مطلوبہ معلومات کے ساتھ اپ ڈیٹ ہے۔
انکیشن میں حصہ لینے والے ڈائریکٹرز کی حتمی فہرست غیر معمولی اجلاس عام کی تاریخ سے سات دن پہلے تک جاری کی جائے گی۔

7- پوسٹل بیلت اور ای ووٹنگ:

کمپنیز (پوسٹل بیلت) ریگولیشنز 2018 اور کمپنیز ایکٹ 2017 کے سیکشن 143 اور 144 کے مطابق ممبران کو پوسٹل بیلت کے ذریعے ووٹ دینے کا حق ہے۔ نیز مذکورہ ضوابط میں شامل تقاضے اور طریقہ کار کے تحت ممبران ڈاک یا الیکٹرانک موڈ کے ذریعے ووٹنگ کر سکتے ہیں۔
ممبران کو مزید مطلع کیا جاتا ہے کہ کمپنی کو پہلے موصول ہونے والے پوسٹل بیلت اور ای ووٹنگ کے نتائج کو کمپنیز ایکٹ 2017 کے سیکشن 134 اور سیکشن 137 کے مطابق غلط/منسوخ قرار دے دیا گیا ہے اور اس لیے پوسٹل بیلت اور ای ووٹنگ کا نیا عمل شروع کیا جائے گا۔ 13 فروری 2024 کو منعقد ہونے والے ڈائریکٹرز کے انتخاب کے مقصد کے لیے SPL کے 8 واں EOGM کے لیے کیا جائے گا۔

8- اقلیتی شیئرز ہولڈرز کی نمائندگی

کمپنی کرے گی:

(i) ایکٹ کے سیکشن 159 کی ذیلی دفعہ (4) کے تحت جاری کردہ نوٹس کے ساتھ اقلیتی شیئرز ہولڈرز امیدوار کا بیان جو بورڈ کے لیے انکیشن لڑنا چاہتا ہے، جس میں امیدواروں کا پروفائل بھی شامل ہے منسلک کرے گی۔

(ii) امیدواروں کو ممبران اور شیئرز ہولڈنگ اسٹریکچر کے بارے میں معلومات فراہم کرے گی اور

(iii) امیدوار (امیدواروں) کی درخواست پر اور کمپنی کی کوسٹ پر ایکٹ کے سیکشن 159 کے ذیلی سیکشن (4) کے تحت جاری کردہ نوٹس کے ساتھ پر کسی فارم جسے امیدوار کی جانب سے پر کیا جاتا ہے اسکی ایک اضافی کاپی منسلک کرے گی۔

کمپنیز ایکٹ 2017 کے سیکشن 166 (3) کے تحت مادی حق ناق کا بیان

رہنما ہونے والے ڈائریکٹرز کی مدت یکم ستمبر 2023 کو ختم ہوگئی تھی اور کمپنیز ایکٹ 2017 کے سیکشن 161 کے مطابق، موجودہ ڈائریکٹرز اس وقت تک اپنے فرائض سرانجام دیتے رہے جب تک کہ ان کے جانشین کمپنی کے آئندہ EOGM میں منتخب نہیں ہو جاتے۔

سیکیورٹی پیپرز لمیٹڈ کا بورڈ غیر معمولی اجلاس عام جو 13 فروری 2024 کو منعقد ہوگا میں چار (4) ڈائریکٹروں کا انتخاب کر کے اگلے تین (3) سال کی مدت کے لیے دوبارہ تشکیل دیا جائے گا، جس میں تین (3) آزاد ڈائریکٹرز اور ایک (1) خاتون ڈائریکٹر شامل ہیں۔

کمپنیز ایکٹ 2017 کے سیکشن (3) 166 کے مطابق مادی حق ناق کا بیان ڈائریکٹرز کے انتخاب کے مقصد کے لیے بلائے گئے اجلاس عام کے نوٹس کے ساتھ منسلک ہے جو آزاد ڈائریکٹر کے طور پر تقرری کے لیے امیدوار کو منتخب کرنے کے جوڑ کی نشاندہی کرے گا۔

کمپنیز ایکٹ 2017 کے سیکشن 159 کے تحت مذکورہ بالا حق کے مطابق، آزاد ڈائریکٹرز کا انتخاب ڈائریکٹرز کے انتخاب کے عمل کے ذریعے کیا جائے گا۔

کمپنی اس بات کو یقینی بنائے گی کہ منتخب ہونے والا آزاد ڈائریکٹر کمپنیز ایکٹ 2017 کے سیکشن 166 کے ضوابط کے مطابق مقرر کردہ معیار پر پورا اترتا ہے اور ان کے نام پاکستان انسٹی ٹیوٹ آف کارپوریٹ گورنس کے زیر انتظام آزاد ڈائریکٹرز کے ڈیٹا بینک پر درج ہیں۔ کمپنی آزاد ڈائریکٹرز کا

انتخاب کرتے وقت امیدوار کی متعلقہ قابلیت، مہارت علم اور تجربے کا جائزہ لے گی۔

امیدواروں سے درخواست کی جاتی ہے کہ وہ کمپنیز ایکٹ 2017 اور لسٹڈ کمپنیز (کوڈ آف کارپوریٹ گورنس) ریگولیشنز 2019 میں مذکور ڈائریکٹرز کی تقرری/انتخاب سے متعلقہ دفعات/مطلوبات کو پڑھیں اور اس کی تعمیل کو یقینی بنائیں۔