



## AZGARD NINE LIMITED

**Registered Office:** Ismail Aiwan-i-Science, Off: Shahrah-i-Roomi, Lahore, Pakistan.

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### **NOTICE OF EXTRAORDINARY GENERAL MEETING**

Notice is hereby given that an Extraordinary General Meeting of the Members of AZGARD NINE LIMITED ('the Company') will be held on Wednesday, April 03, 2024 at 11:30 am at the Registered Office of the Company Ismail Aiwan-i-Science, Off: Shahrah-i-Roomi, Lahore, Pakistan; to transact the following businesses:

1. To confirm the minutes of the Thirtieth Annual General Meeting of the Company held on October 27, 2023.
2. To elect seven 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 a period of three years. The retiring Directors are: Mr. Zahid Mahmood, Mr. Nasir Ali Khan Bhatti, Ms. Maliha Sarda Azam, Mr. Muhammad Wasim Butt, Mr. Usman Rasheed, Mr. Abdul Hamid Ahmed Dagia and Mr. Abid Hussain. The retiring Directors are eligible to offer themselves for re-election.
3. To transact any other business with the permission of the Chair.

By order of the Board

**MUHAMMAD AWAIS**  
Company Secretary

Lahore: March \_\_\_\_, 2024

#### **NOTES:**

1. The Share Transfer Books of the Company will remain closed for the period from March 26, 2024 to April 03, 2024 (both days inclusive). Transfers received in order at the Office of Company's Share Registrar M/s. Hameed Majeed Associates (Private) Limited, H. M. House, 7-Bank Square, Lahore, Pakistan ('Registrar') at the close of business on March 25, 2024 will be considered in time to attend and vote at the Meeting.
2. The Preference Shareholders are not entitled to attend the meeting.
3. A member of the Company entitled to attend and vote at this meeting, may appoint another member as his/her proxy to attend and vote instead of him/her. Proxies, in order to be effective, must be received at the Registered Office of the Company not less than 48 hours before the time for holding the meeting.
4. In pursuance of Circular No. 4 of 2021 dated February 15, 2021 issued by the Securities and Exchange Commission of Pakistan; the members shall also be entitled to attend this meeting through video link facility/electronic means after completing verification and identification requirements. Members interested in attending this meeting through video link facility/electronic means are requested to register themselves by submitting following particulars at email address [companysecretary@azgard9.com](mailto:companysecretary@azgard9.com) before the close of business on April 01, 2024:

Name	*CNIC No./ Passport No. (in case of foreigner)	Folio No./ CDC Account No.	Mobile No.	No. of Shares Held

\* Please also attach legible scanned copy of CNIC/Passport (in case of foreigner).



Registration request must be sent through email address available/registered with the Company i.e. provided by CDC in case of shares held in book entry form in CDS or available with the Company in case of shares held in physical form.

The Company will send the link of video/electronic facility and other relevant information to respective members in order to enable them to access the video/electronic facility and attend this meeting. Please note that requirements of Note 5 below shall be followed in case of proxy / representative of corporate body and link of video/electronic facility shall only be sent upon receipt of original documents.

It is clarified that members attending this meeting by availing above facility shall only vote through postal ballot (if required) in accordance with the relevant requirements.

5. The CDC Account Holders will further have to follow the under mentioned guidelines as laid down by the Securities and Exchange Commission of Pakistan.
  - a. **For attending the Meeting:**
    - i. In case of individuals, the account holders and/or sub-account holders and their registration details are uploaded as per the CDC Regulations, shall authenticate his/her identity by showing his original CNIC or Passport at the time of attending the Meeting.
    - ii. In case of corporate entity, the Board of Directors' 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:**
    - i. In case of individuals, the account holders and/or sub-account holders and their registration details are uploaded as per the CDC Regulations, shall submit the proxy form as per the above requirements.
    - ii. The proxy form shall be witnessed by two persons whose names, addresses and CNIC numbers shall be mentioned on the form.
    - iii. Attested copies of CNIC or the passport of the beneficial owner and the proxy shall be furnished with the proxy form.
    - iv. The proxy shall produce his/her original CNIC or original Passport at the time of meeting.
    - v. In case of corporate entity, the Board of Directors' resolution/power of attorney with specimen signature shall be submitted (unless it has been provided earlier) along with proxy form to the Company.
6. Members may avail video conference facility for this Extraordinary General Meeting at Karachi, provided the Company receives consent (standard format is given below) atleast 7 days prior to the date of the Meeting from members holding in aggregate 10% or more shareholding residing at above location.

The Company will intimate respective members regarding venue of the video-link facility before the date of Meeting along with complete information necessary to enable them to access the facility.

"I/we \_\_\_\_\_ of \_\_\_\_\_ being member(s) of Azgard Nine Limited, holder of \_\_\_\_\_ Ordinary Share(s) as per Registered Folio No./CDC Account No. \_\_\_\_\_ hereby opt for video conference facility at Karachi in respect of Extraordinary General Meeting of the Company to be held on April 03, 2024.

\_\_\_\_\_  
Signature of Member"

7. **Election of Directors**

Any person who seeks to contest the election of Directors shall, whether he/she is a retiring director or otherwise, file with the Company the following documents and information at its registered office not later than fourteen days before the day of the above said meeting:



- a) Notice of his/her intention to offer himself/herself for the election as a Director in terms of Section 159(3) of the Companies Act, 2017, selecting any one category in which he/she intends to contest, in accordance with Regulation 7A of the Listed Companies (Code of Corporate Governance) Regulations, 2019.

The categories of Directors and number of Directors to be elected in each category are as follows:

Category	Number of Directors to be Elected
Female Director	1
Independent Directors	2
Other Directors	4

- b) Consent to act as Director as prescribed under Section 167 of the Companies Act, 2017.
- c) His/her Folio No./CDC Investors Account No./CDC Sub-Account No., number of shares held and contact details.
- d) Profile including other Directorships/Offices held, if any, along with his/her address to be placed on the website of the Company.
- e) An attested copy of Computerized National Identity Card (CNIC)/Passport (in case of foreigner) and Taxpayer Registration Certificate.
- f) A declaration that:
- He/she is not ineligible to become a director of the Company under the Companies Act, 2017 and/or other applicable laws/rules/regulations.
  - He/she is not serving as a director including as an alternate director of more than seven listed companies including this Company (when elected/appointed as Director). Provided that this limit shall not include the directorships in the listed subsidiaries.
  - He/she is not engaged in the business of brokerage, or is not a spouse of such person or is not a sponsor, director or officer of a corporate brokerage house.
  - He/she has not been declared by a court of competent jurisdiction as defaulter in repayment of loan to a financial institution.
  - He/she is aware of the duties and powers of a Director under the applicable laws/rules/regulations, etc.
- g) Person contesting as Independent Director shall also submit:
- A declaration that he/she qualifies the criteria of independence under the Companies Act, 2017 and rules/regulations issued thereunder and that his/her name is listed on the data bank of independent directors maintained by an institute/organization duly notified by the Securities and Exchange Commission of Pakistan.
  - An 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 along with relevant supporting information supporting the undertaking.
- h) Any other document/information he/she thinks necessary and/or the Company may require.



The contesting candidates are requested to read the relevant provisions/requirements relating to the election of Directors under the Companies Act, 2017 and rules/regulations issued thereunder and ensure compliance with the same in letter and spirit.

If the number of persons who offer themselves to be elected in a category is not more than the number of Directors to be elected in such category, such persons will be elected unopposed without the voting process.

If the number of persons who offer themselves in a category is more than the number of Directors to be elected in such category then the Company shall provide its members with the option of postal ballot (i.e. voting by post or through electronic mode) in accordance with the requirements of the Companies Act, 2017 and the Companies (Postal Ballot) regulations, 2018 and shall comply applicable requirements including appointment of scrutinizer & e-voting service provider. All relevant information/procedures shall be communicated to the members enabling them to vote by post or through electronic mode.

8. Members are requested to update changes in their addresses, if any.
9. For any query/problem/information, Members may contact the Company at email [companysecretary@azgard9.com](mailto:companysecretary@azgard9.com) and/or the Share Registrar of the Company at address given herein above and at (+92 42) 37235081-82, email [info@hmaconsultants.com](mailto:info@hmaconsultants.com). Members may also visit website of the Company [www.azgard9.com](http://www.azgard9.com) for notices/information.

**Statement of Material Facts under Sections 134(3) and 166(3) of the Companies Act, 2017**

The election of Directors was held on April 03, 2021 and fresh election is due after three years. Therefore, the Board of Directors of the Company will be re-constituted for the next term of three years in this meeting.

In compliance of Section 166(3) of the Companies Act, 2017, for an independent director, consent papers will be accepted from those persons who meet the criteria set out for independence under Section 166 of the Companies Act, 2017 and after observing relevant requirements of rules/regulations issued thereunder including availability of their names on the data bank of independent directors maintained by an institute/organization duly notified by the Securities and Exchange Commission of Pakistan. Further, the Company while selecting independent directors shall exercise its own due diligence and shall also assess respective competencies, diversity, skill, knowledge and experience of candidates. The Company shall ensure that independent directors are elected in the same manner as other directors are elected in terms of Section 159 of the Companies Act, 2017.

No Director has direct or indirect interest in the above mentioned business except as shareholder and that he/she can contest for election of Directors.