



# DAWOOD EQUITIES LIMITED

## NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 19<sup>th</sup> annual General Meeting (“AGM”) of the Members of **DAWOOD EQUITIES LIMITED** will be held on **Friday, October 25, 2024, at 08.45 a.m** at 1700-A, Saima Trade Towers, I. I. Chundrigar Road, Karachi to transact the following ordinary business:

- 1) To confirm the minutes of last Annual General Meeting held on October 26, 2023.
- 2) To receive, consider and adopt the Annual Financial Statements of the Company for the year ended June 30, 2024, together with the Directors’ and Auditors’ Reports thereon. The annual report of the Company has been uploaded on the Company’s website [www.dawoodequities.com](http://www.dawoodequities.com).
- 3) To appoint Auditors for the year ending June 30, 2025, and fix their remuneration. Present auditors M/s. Yousuf Adil, Chartered Accountants retires and being eligible have offered themselves for the re-appointment. The Board of Director’s have recommended for reappointment of M/s. Yousuf Adil, Chartered Accountants as external auditors.
- 4) To elect Seven (7) directors as fixed by the Board of Directors of the Company in accordance with the provisions of Section 159 (1) of the Companies Act, 2017 for the next three years term commencing October 26, 2024. The names of retiring directors of the company, also eligible to offer themselves for re-election are as follows:
  - 1) Abdul Aziz Habib
  - 2) Junaid Dada
  - 3) Areeb Shujaat
  - 4) Sobia Saif
  - 5) Muhammad Abbas Rizvi
  - 6) Muhammad Khalid
  - 7) SaifullahStatement of Material Facts under Section 166(3) of the Companies Act, 2017 is annexed to this notice.

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

By Order of the Board

SALMAN YAQOOB  
COMPANY SECRETARY

Karachi: October 04, 2024



## Notes:

### 1) Closure of Share Transfer Books

The Share Transfer Books of the Company will remain closed from, October 19, 2024, to October 25, 2024 (both days inclusive). Transfers received in order by our Shares Registrar FD Registrar Services (Private) Limited 17<sup>th</sup> Floor Saima Trade Centre, Tower I. I. Chundrigar Road, Karachi at the close of business on October 18, 2024, will be considered in time for the purpose of attending the Annual General Meeting.

### 2) Participation in Annual General Meeting (AGM) and appointment of proxies

A member of the Company entitled to attend and vote at this meeting may appoint another member as a proxy to attend, speak and vote instead of him/her. An instrument appointing a proxy must be received at the Registered Office of the Company not later than forty-eight hours before the time of holding the Meeting. The proxy shall produce his/her CNIC or passport to prove his/her identity. CDC Account Holders will have to further follow the guidelines as laid down in Circular No. 1 dated January 26, 2000, issued by the Securities and Exchange Commission of Pakistan.

### 3) Request for Video Conference Facility

- a. To attend the AGM through video-conferencing facility, members are requested to register themselves by providing the following information through email at [salman@dawoodequities.com](mailto:salman@dawoodequities.com) at least forty-eight (48) hours before the AGM: (i) the Name of Member; (ii) CNIC / NTN No.; (iii) Folio No. / CDC IAS No.; (iv) Cell No.; and (v) Email Address.
- b. Only those members will be accepted at the AGM via video-conferencing whose names match the details shared with the Company for registration (as mentioned in point 'a' above).
- c. The login facility will remain open from 08:30 a.m., till the end of AGM.
- d. Video conferencing facility shall be provided subject to the compliance of section 134(1)(b) of the Act.

### 4) E- voting and Postal Ballot

It is hereby notified that pursuant to the Companies (Postal Ballot) Regulations, 2018 and its amendments notified vide SRO 2192(1)/2022 dated December 5, 2022 which is further amended by SRO 905(1)/2023 dated July 07, 2023, 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 or e-voting, in the manner and subject to the conditions contained in the aforesaid regulations. The Company shall provide its members with the following options for voting:

#### i. E-Voting Procedure

- a. Details of the e-voting facility will be shared through an e-mail with those members of the Company who have their valid CNIC numbers, cell



numbers, and e-mail addresses available in the register of members of the Company within due course. Members who intend to exercise their right of vote through E-Voting shall provide their valid cell numbers and e-mail addresses before October 19, 2024.

- b. The web address, login details, will be communicated to members via email.
- c. Identity of the members intending to cast vote through e-Voting shall be authenticated through authentication for login.

**ii. Postal Ballot**

- a. Members may alternatively opt for voting through postal ballot. For convenience of the members, Ballot Paper will be published in newspapers and the same will also be available on the Company's website [www.dawooddequities.com](http://www.dawooddequities.com) to download.
- b. The members shall ensure that duly filled and signed ballot paper along with copy of Computerized National Identity Card (CNIC) should reach the Chairman of the meeting through post at 1700-A, Saima Trade Towers, I. I. Chundrigar Road, Karachi (Attention of the Company Secretary) one day before the AGM i.e. by October 24, 2024, before 5:00 p.m. The signature on the ballot paper shall match with the signature on CNIC. A postal ballot received after this time / date shall not be considered for voting.

**5) Intimation for Change in Address**

Members holding shares in physical form are requested to notify any change in their address to our share registrar immediately. Members holding shares in CDS system are requested to have their addresses updated with participant or CDC Investor Account Service.

**6) Availability of Financial Statements and Reports**

The annual report of the Company has been uploaded on the Company's website.



## Statement of Material Facts Under Section 166(3) of the Companies Act, 2017

### Agenda item 4 - Election of Directors

This Statement sets out the material facts pertaining to the Ordinary Business as described in the Notice of the AGM of the Company. The term of office of the current directors of the Company will expire on October 25, 2024. In accordance with Section 159(1) of the Act, the Board of Directors have fixed the number of Directors to be elected at the AGM at seven (07) to hold the office of director for a period of three (3) years commencing from the date of the AGM. Independent Directors shall be selected in accordance with the provisions of the Act, the Listed Companies (Code of Corporate Governance) Regulations, 2019 and the Companies (Manner and Selection of Independent Directors) Regulations, 2018. Accordingly, in compliance with the provisions of Regulation 7A of the Listed Companies (Code of Corporate Governance) Regulations, 2019, Election of Directors will be held separately for the following three categories:

S. No.	Categories	No. of Seats
1.	Female Director (may also be considered as an independent Director if meets the criteria of independence as set out under Section 166 of the Act)	01
2.	Independent Directors	02
3.	Other Directors	04

In order to safeguard the interest of the minority shareholders, any member can send his/her nomination for contesting the election in any of above-mentioned categories. Any person who seeks to contest the election of the office of director, whether they are a retiring director or otherwise, shall submit to the Company Secretary at the Registered Office address 1700-A, Saima Trade Towers, I. I. Chundrigar Road, Karachi, not later than fourteen (14) days before the date of AGM, the following documents:

1. Notice of his/her intention to offer himself/herself for the election of directors as per Section 159(3) of the Act, and consent to act as a director on Form 9 as prescribed under the Act, and the Companies Regulations, 2024. (Any person contesting the election of directors must be a Member of the Company at the time of filing his/her consent unless such person is representing a Member which is not a natural person.)
2. A signed declaration confirming that:
  - a. He/she is aware of his/her duties and powers under the Act, the Listed Companies (Code of Corporate Governance) Regulations, 2019, the Rule Book of Pakistan Stock Exchange Limited, Memorandum and Articles of Association of the Company and other relevant laws and regulations.
  - b. He/she is not ineligible to become a director of a listed company under the provisions



of the Act, the Listed Companies (Code of Corporate Governance) Regulations, 2019 and other applicable laws/ regulations. 377

3. A detailed profile along with his/her office address for placement on the Company's website as required under SRO 1196 (I)/2019 dated October 03, 2019.

4. Detail of other directorships held.

5. Copy of valid CNIC or Passport (in case of a foreign national) along with NTN and Folio Number/CDC Account or Sub Account number.

6. The following additional documents are required to be submitted by the candidates intending to contest the election as an independent director:

a. Declaration of independence under Regulation 6(3) of the Listed Companies (Code of Corporate Governance) Regulations, 2019.

b. Undertaking on non-judicial stamp paper that he/she meets the requirements of Regulation 4(1) of the Companies (Manner and Selection of Independent Directors) Regulations, 2018.

All the notices received for the category of Independent Director, shall be subject to due diligence by the Company as prescribed under Section 166 of the Act and 7A of the Listed Companies (Code of Corporate Governance) Regulations, 2019.

The final list of candidates contesting the election will be circulated not later than seven (7) days before the date of the AGM in terms of Section 159(4) of the Act. The website of the Company will be updated with the required information and Directors' profile.