

Ref No. SYM/PSX/25-01-1  
January 23, 2025

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

**Subject: NOTICE OF EXTRA-ORDINARY GENERAL MEETING**

This is to announce that the Company intends to hold its Extra-Ordinary General Meeting, to be held on Wednesday, February 14, 2025, at 08:00 AM at the registered office of the Company. The Notice of the meeting is attached for your information.

The share transfer book of the Company will remain closed from February 7, 2025, to February 14, 2025 (both days inclusive). Please note that transfer received at the Shares Registrar, F.D. Registrar (Private) Limited, Saima Trade Tower, Suit 1705 – A, 17th Floor, I.I. Chundrigar Road, Karachi, at the close of business on February 6, 2025, will be treated in time for the purpose of entitlement to attend, speak and vote at the EOGM.

Yours Sincerely,



**Farhaj Khan**  
**Company Secretary**

**SYMMETRY GROUP LIMITED  
NOTICE OF EXTRA-ORDINARY GENERAL MEETING**

Notice is hereby given that an Extraordinary General Meeting (“EOGM”) of Symmetry Group Limited (the “Company”), will be held on Wednesday, February 14, 2025 at 08:00 AM at the registered office of the Company situated at Plot No. 56-A, Khalid Commercial, Street No. 2, Phase 7 Extension, DHA, Karachi, and through video link as requested to transact the following business:

**Ordinary Business**

1. To confirm the minutes of 12<sup>th</sup> Annual General Meeting of the Company held on October 22, 2024.
2. To elect Seven (7) Directors of the Company, as fixed by the Board of Directors of the Company, in accordance with the provision of Sections 159 of the Companies Act, 2017 for the next term of three (3) years.

The names of the retiring Directors are:

- |                              |                      |
|------------------------------|----------------------|
| 1. Syed Sarocsh Ahmed        | Executive Director   |
| 2. Syed Adil Ahmed           | Executive Director   |
| 3. Mr. Zaheer Hussain Dodhia | Independent Director |
| 4. Syed Asim Zafar           | Independent Director |
| 5. Ms. Musharaf Hai          | Independent Director |
| 6. Ms. Nadia Ishtiaq         | Independent Director |
| 7. Syed Mahir Shahzad        | Independent Director |

All the retiring directors are eligible to offer themselves for re-appointment in their respective categories.

3. To transact any other business with the permission of the Chairman.

A statement of material facts under Section 166(3) of the Companies Act, 2017 in respect of the election of directors is annexed to the Notice of EOGM circulated to the members and other entitled persons.

By Order of the Board



**FARHAJ KHAN  
Company Secretary**

Karachi  
January 23, 2025

## Notes:

### Notice of Book Closure

The Company's Shares Transfer Books will remain closed from February 7, 2025, to February 14, 2025 (both days inclusive). Transfer received at the Shares Registrar, F.D. Registrar (Private) Limited, Saima Trade Tower, Suit 1705 – A, 17th Floor, I.I. Chundrigar Road, Karachi, by the close of business on (5:00 PM) on February 6, 2025, will be treated in time for the purpose of entitlement to attend, speak and vote at the EOGM.

### Change of address or other particulars

Members are requested to promptly notify the company's Share Registrar, F.D. Registrar (Private) Limited of any change in their address (if any).

### Election of Directors

Pursuant to Section 159(1) of the Companies Act, 2017, the Board of Directors has fixed the number of Directors at Seven (07), to be elected in the Extra-Ordinary General meeting of the Company for Three (03) years including one (01) seats for 'female director' category, three (03) seats for 'independent director' category and three (03) seats for 'other (executive/non-executive)' category. A person can contest an election in any one category.

Any member who seeks to contest election to the office of a director, whether he is a retiring director or otherwise, shall file with the Company the following documents/information at its registered office not later than fourteen (14) days before the date of the scheduled EOGM:

- a) Notice of his/her intention to offer himself/herself for the election of Directors in terms of Section 159(3) of the Companies Act, 2017 selecting any one category stated below in which he/she intends to contest, as per amendments made by SECP in Regulation 7A of the Listed Companies (Code of Corporate Governance) Regulations, 2019 through S.R.O. 906(I)/2023 dated 7 July 2023:
  - Female Director
  - Independent Director
  - Other Director

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

- b) Consent to act as Director on Appendix to Form-9 of the Companies Regulations, 2024, duly completed and signed by the candidate, as required under section 167(1) of the Companies Act, 2017.
- c) A detailed profile along with his/her office address for placement on the Company's website, seven days before the date of the election, in accordance with S.R.O. 1196(1)/2019 dated October 3, 2019, issued by the Securities and Exchange Commission of Pakistan ("SECP").

- d) A signed declaration confirming that:
  - i. he/she is not ineligible to become a director of the Company under Section 153 of the Companies Act, any other provision of the Companies Act, and any other applicable laws, rules, and regulations (including the Listing Regulations of the Pakistan Stock Exchange Limited (“PSX”));
  - ii. he/she is not serving as director of more than seven listed companies, simultaneously including as an alternate director;
  - iii. he/she is aware of his/her duties and powers under the relevant laws, the Company’s Memorandum & Article of Association and Listing Regulations of PSX, and the Listed Companies (Code of Corporate Governance) Regulations, 2019;
- e) Independent director(s) shall have to meet the criteria laid down in Section 166 of the Companies Act, 2017, and the Companies (Manner and Selection of Independent Directors) Regulations, 2018. Accordingly, the following additional documents are to be submitted by the candidates intending to give consent for the election of Directors as an Independent Director:
  - i. Declaration by Independent Director(s) under clause 6(3) of the Listed Companies (Code of Corporate Governance) Regulations, 2019.
  - ii. 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.
- f) Details of holding of other offices and directorships and interest therein in other companies.
- g) Attested copy of CNIC or passport in case of non-resident along with 02 latest passport size photograph and National Tax Number.
- h) Folio No./ CDC Investor Account No./ CDC Participant No./ CDC Sub-Account Number.
- i) Active email address and valid personal cell phone number for electronic correspondence.
- j) Any other document/information he/she thinks necessary.

The final list of contesting directors will be circulated not later than seven (07) days before the date of the scheduled Extra-Ordinary General Meeting, in terms of Section 159(4) along with the necessary information and guidelines for the members. The same shall also be uploaded on the Company’s website.

### **Procedure for E-Voting**

- a) In accordance with the Companies (Postal Ballot) Regulation, 2018, (“Postal Regulations”), the right to vote through electronic voting facility and voting by post shall be provided to members of every listed company for, inter alia, all businesses classified as special business under the Companies Act in the manner and subject to the conditions contained in the Postal Regulations.
- b) Details of the E-Voting facility will be shared through e-mail with members who have valid cell numbers/e-mail addresses (Registered e-mail ID) available in the Register of Members of the Company by the end of business day on February 4, 2025. Members who intend to exercise their right to vote through E-Voting shall provide their valid cell numbers and email addresses no later than February 6, 2025.

- c) The identity of the members intending to cast a vote through E-Voting shall be authenticated through electronic signature or authentication for login.
- d) Members shall cast votes for the agenda items from February 11, 2025, till February 13, 2025, before 5:00 PM. Voting shall close on February 13, 2025, at 5:00 PM. A vote once cast by a member is not permitted to be changed.

### **Procedure for Voting through Postal Ballot**

- a) Members may alternatively opt for voting through Postal Ballot. For the convenience of members, a Ballot Paper will be published and the same will be available for download on the Company's website [www.symmetrygroup.biz](http://www.symmetrygroup.biz) within the stipulated timeframe.
- b) Members are required to ensure that a duly filled and signed Ballot Paper along with a copy of his/her CNIC should reach the Chairman of the Meeting through post at the Company's Corporate Office at Plot No. 56-A, Khalid Commercial, Street No. 2, Phase 7 Extension, DHA, Karachi, or email at [secretariat@symmetrygroup.biz](mailto:secretariat@symmetrygroup.biz) one day before the Meeting, i.e. February 13, 2025 before 5:00 PM. A Postal Ballot received thereafter shall not be considered. The signature on the Ballot Paper shall duly match with signature on the CNIC.

### **Scrutinizer**

Under Regulation 11 of the Regulations, the Board of the Company has appointed M/s Rahman Sarfaraz Rahim Iqbal Rafiq Chartered Accountants, (a QCR-rated audit firm) to act as the Scrutinizer of the Company for the special business to be transacted in the meeting and to undertake other responsibilities as defined in Regulation 11A of the Regulations.

### **Appointment of Proxies**

- a) A member entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and vote on his/her behalf, provided such a proxy is also a member.
- b) An instrument of proxy and the Power of Attorney or other authority (if any) under which it is signed, or a certified copy of such Power of Attorney, to be valid, must be deposited with the Company's Share Registrar, F.D. Registrar (Private) Limited not later than (48) forty-eight hours before the time of holding the Meeting.

### **CDC Account Holders**

CDC account holders are in addition required to follow the guidelines of Circular No.1 dated January 26, 2000, issued by the SECP for attending the Meeting:

#### **A. For Attending the Meeting:**

- a) In the case of individuals: the CDC account holder or sub-account holder shall authenticate his/her identity by showing his/her original CNIC or passport when attending the meeting. Members are also required to bring their Participants' I.D. Number and Account Numbers in CDS.
- b) In the case of corporate entity: the board of directors' resolution/power of attorney with specimen signature of the nominee and a certified copy of his/her CNIC shall be produced (unless it has been provided earlier) at the time of the meeting.



- c) A Proxy Form, both in English and Urdu language, is being separately sent to members along with the Notice of the Meeting.
- d) Notice of Meeting as well as Proxy Form in English and Urdu languages have been placed on the Company's website [www.symmetrygroup.biz](http://www.symmetrygroup.biz) in addition to its dispatch to the shareholders.

#### **B. For Appointing Proxies:**

- a) In the case of individuals, the account holder or sub-account holder shall submit the proxy form as per the above requirements.
- b) The proxy form shall be witnessed by two people whose names, addresses, and CNIC numbers shall be mentioned on the form.
- c) Attested copies of CNIC or the passport of the beneficial owners and the proxy shall be furnished with the proxy form.
- d) The proxy shall produce his/her original CNIC or original passport at the time of the meeting.
- e) In the case of a corporate entity, the board of directors' resolution/power of attorney with specimen signature shall be required to be submitted (unless it has been provided earlier) along with a proxy form to the company.

#### **Participation in EOGM through Video Link Facility**

The company also facilitates the participation of its shareholders through a video link facility in pursuance of the Circular notified by the SECP. The members/proxies interested in participating in the EOGM through this facility are requested to share the below information at [secretariat@symmetrygroup.biz](mailto:secretariat@symmetrygroup.biz) with the subject "Registration for EOGM through Video Link Facility":

Shareholder Name	Folio/CDC No.	CNIC No.	Cell No.	Registered E-mail

To avail such a facility, please submit the following form with the requisite information at the Registered Office of the Company:

I/We _____ of _____ being member(s) of Symmetry Group Limited, holder of _____ ordinary share(s) as per Registered Folio/CDC Account No. _____ hereby opt for video conference facility at _____ to attend the EOGM.	
_____ Name and Signature(s)	_____ Date

The video link and login credentials will be shared with the members/proxies whose email containing all the above particulars are received at the given email address by the close of business on or before February 11, 2025

**Statement of Material Facts under section 166(3) of the Companies Act, 2017 regarding Independent Directors**

Independent Directors will be elected through the process of election of directors in terms of Section 159 of the Companies Act, 2017. They shall meet the criteria stipulated under Section 166(2) of the Companies Act, 2017 and the regulations issued thereunder, and their names are included in the data bank of independent directors maintained by the Pakistan Institute of Corporate Governance duly authorized by the SECP. Further, their selection will be made due to their respective competencies, skills, knowledge, and experience.

Further, the website of the Company will also be updated with the required information for each Director and justification for selecting candidates as Independent Directors

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 compliance with the same in letter and spirit.

The present Directors of the Company have no interest in the above business except their eligibility for re-election as directors of the Company.

**For any query/problem/information, members may contact the Company at the following address: [secretariat@symmetrygroup.biz](mailto:secretariat@symmetrygroup.biz)**

**Form of Proxy**  
**Extraordinary General Meeting**

I/We, \_\_\_\_\_ of \_\_\_\_\_, holding Computerized National Identity Card (CNIC)/ Passport No. \_\_\_\_\_ and being a member of SYMMETRY GROUP LIMITED, hereby by appoint \_\_\_\_\_ S/o \_\_\_\_\_ R/o \_\_\_\_\_, holding CNIC/ Passport No. \_\_\_\_\_, as my/our proxy to attend and vote on my/our behalf at the Extra-Ordinary General Meeting, as the case may be a meeting of the company to be held on Wednesday, February 14, 2025, at 08:00 AM at the registered office of the company.

As witness my/our hand/seal this \_\_\_\_\_ day of \_\_\_\_\_, 2025.

**WITNESSES:**

1. _____	2. _____
Signature _____	Signature _____
Name _____	Name _____
Address _____	Address _____
CNIC No. _____	CNIC No. _____

**CDC Account No.**

Revenue Stamp of Rs. 5/-

To be signed by the above-named shareholder

**NOTES:**

1. This Proxy Form, duly completed and signed, must be received 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. The Proxy Form shall be witnessed by two persons whose names, addresses, and CNIC numbers shall be mentioned on the form.
3. Attested copies of CNIC of the appointer and the proxy-holder shall be furnished with the Proxy Form.
4. The proxy-holder shall produce his/her original CNIC at the time of the meeting.
5. In case of a corporate entity, the Board of Directors' resolution / Power of Attorney with specimen signature shall be submitted along with the Proxy Form