

**NOTICE OF EXTRA ORDINARY GENERAL
MEETING**

Notice is hereby given that the Extra Ordinary General Meeting of the shareholders of the Leather Up Limited will be held on Saturday, March 08th, 2025 at 11:00am at 23/C Ground Floor, 15th Commercial Street DHA Phase II Ext. Karachi, to transact the following business:

1. To read and confirm minutes of the Annual General Meeting of the shareholders of the Company held on Monday, October 28, 2024.
2. To elect 7 (seven) Directors as fixed by the Board of Directors, in accordance with the provisions of Section 159 of the Companies Act, 2017 for a term of 3 (three) years. The number directors fixed by the Board of Directors pursuant to Section 159 (4) of the Companies Act, 2017 is 7 (seven). The retiring directors, who are eligible for re-election are:

1- Mr. Khalid H. Shah
4- Mr. S. Faisal Shah
7- Mr. Farooq Raza

2- Mr. Jazim Shah
5- Shaikh Abdus Sami

3- Mr. Ellahi Bukhsh Qureshi
6- Ms. Mahmooda Shah

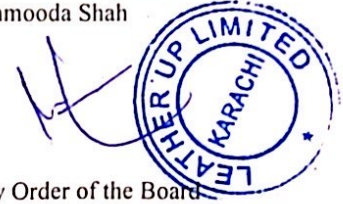
ANY OTHER BUSINESS:

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

Karachi
February 01, 2025

By Order of the Board

Ali Ahmar
(Company Secretary)



NTN NO# 12-0912785-2
SALES TAX REG NO: 12-00-4203-027-64
PKREXP09127852

✉ info@leatherupltd.com

☎ 02135880771-2

📍 23/C, 15th Commercial Street, DHA
Phase II-Ext, Karachi, Pakistan 74000.

NOTES:

1. Closure of Share Transfer Books

The share transfer books of the Company shall remain closed from 01-Mar-2025 to 08-Mar- 2025 (both days inclusive). Transfers received in order at the office of Share Registrar C&K Associates (Pvt.) Ltd, M13, Progressive Plaza, Civil Lines Quarter, Near P.I.D.C, Beaumont Road, Karachi-75530, Pakistan by the close of business on February 28, 2025 will be considered in time to attend and vote at the meeting.

2. Participation in General Meeting

An individual beneficial owner of shares must bring his/her original CNIC or Passport, Account and Participant's I.D. numbers to prove his/her identity. A representative of corporate members, must bring the Board of Directors' Resolution and/or Power of Attorney and the specimen signature of the nominee. CDC account holders will further have to follow the guidelines as laid down in Circular 1 dated January 28, 2000, issued by the Securities and Exchange Commission of Pakistan.

A member entitled to attend and vote at the meeting may appoint another member as his/her proxy in writing to attend the meeting and vote on the member's behalf. Proxies in order to be effective must be received at the Company's Registered Office, at 23/C Ground Floor, 15th Commercial Street DHA Phase II Ext. Karachi, not later than 48 hours before the time of holding the meeting and no account shall be taken of any part of the day that is not a working day. A member shall not be entitled to appoint more than one proxy.

3. Participation through Video Link Facility

The members can also participate in the Annual General Meeting through video link facility. To attend the AGM through video link, members and their proxies are requested to register their following particulars by sending an email at info@leatherupltd.com

Full Name	CNIC No	Folio / CDC Account No.	No. of Shares Held	Cell No.	E-mail Address

The video link and login credentials will be shared with the shareholders whose email, containing all the requested particulars, are received at the given email address by or before the close of business hours (5:00 p.m.) on October 21, 2024.

4. Postal Ballot/E-voting

Pursuant to the Companies (Postal Ballot) Regulations, 2018, shareholders will be allowed to exercise their right to vote through postal ballot that is voting by post or through any electronic mode subject to requirements of Section 143 to Section 145 of the Companies Act, 2017 and procedure contained in the aforesaid Regulations. Postal Ballot Paper is annexed with the notice sent to the shareholders and the same is also available on the Company's website www.leatherupltd.com to download.

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 28, 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.	Executive Directors	01
4.	Non-Executive Directors	03

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 he is a retiring director or otherwise, shall submit to the Company Secretary at the Registered Office address 23/C, 15th Commercial Street DHA Phase II Ext. 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 Annexure to 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.