



AZGARD NINE LIMITED

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

Ph: (+92 42) 35761794-95; Fax: (+92 42) 35761791

Email: info@azgard9.com; Website: www.azgard9.com

ELECTION OF DIRECTORS NOTICE UNDER SECTION 159(4) OF THE COMPANIES ACT, 2017

Members of Azgard Nine Limited ('the Company'), pursuant to Section 159(4) of the Companies Act, 2017, are hereby notified that the following persons have filed with the Company notices of their intention to offer themselves to contest for election of Directors of the Company under defined categories, at the forthcoming Extraordinary General Meeting of the Company, scheduled to 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:

Sr. No.	Category Sr. No.	Names of Candidates	No. of Directors to be Elected
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Female Director Category

1	1	Maliha Sarda Azam	1
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Independent Directors Category

2	1	Abid Hussain	2
3	2	Ihsan Ahmad	
4	3	Sheikh Farrukh Mahmood	

Other Directors Category

5	1	Muhammad Wasim Butt	4
6	2	Nasir Ali Khan Bhatti	
7	3	Syed Hasan Akbar Kazmi	
8	4	Usman Rasheed	
9	5	Zahid Mahmood	

Since only one woman has offered herself to be elected in Female Director category which is not more than the number of Directors fixed for this category, therefore, said woman shall be deemed to be elected as Director at the forthcoming Extraordinary General Meeting of the Company for a period of three years commencing from the date of election.

Since the number of persons who have offered themselves to be elected in Independent and Other Directors categories is more than the number of Directors fixed for said categories; therefore, the election of Directors will be held in these categories in accordance with the Companies Act, 2017 and rules/regulations issued thereunder at the forthcoming Extraordinary General Meeting of the Company for a period of three years commencing from the date of election.

Profiles of the above named candidates and justification for selecting the candidates for the appointment of independent directors have been placed at the website of the Company www.azgard9.com.

By order of the Board

Lahore: March 27, 2024

MUHAMMAD AWAIS
Company Secretary

**NOTES:**

1. A member shall have such number of votes under each category as is equal to the product of voting shares held by him/her and the number of Directors to be elected in that particular category.

Illustration

Category	No. of Directors to be elected	No. of Ordinary Shares held	Total Votes
Female Director	1		1 x No. of Ordinary Shares held=No. of Votes
Independent Directors	2		2 x No. of Ordinary Shares held=No. of Votes
Other Directors	4		4 x No. of Ordinary Shares held=No. of Votes

2. A member may give all votes to a single candidate or divide them between more than one of the candidates in such manner as he/she may choose in each category.
3. The candidate who gets the highest number of votes in each category shall be declared elected in that category and then the candidate who gets the next highest number of votes shall be so declared elected and so on until the total number of Directors to be elected has been elected in each category i.e. Independent/Other Directors.
4. If a member casts votes more than the number of votes defined/held for a specified category then his/her votes for such category shall be rejected.
5. Votes of one category shall not be available/used in any other category, irrespective of whether there is election in the category or not.

PROCEDURE FOR VOTING BY POST OR THROUGH ELECTRONIC MODE (E-VOTING):

In compliance with the provisions of the Companies Act, 2017 and the Companies (Postal Ballot) Regulations, 2018; the members are hereby provided the facility to vote by post or through electronic mode (e-voting) for election of Directors, and:

- **In respect of voting by post**, ballot paper including requirements & procedure for submission is being published.
- **In respect of e-voting**, the details of e-voting facility including web address, login details, password, date of casting e-vote, etc. will be shared through e-mail by M/s. Corpolink (Private) Limited (being e-voting service provider) to those members whose valid email addresses and mobile numbers are available in the Register of Members of the Company. Security Codes will be communicated to members through SMS and email from web portal of e-voting service provider. Identity of the members intending to cast vote through e-voting shall be authenticated through electronic signature or authentication for login. E-voting lines for casting votes shall open for members from March 31, 2024 at 09.00 am and remain available until April 02, 2024 at 05.00 pm. However, once the votes are casted by a member, he/she shall not be allowed to change it subsequently.

APPOINTMENT OF SCRUTINIZER:

M/s. PKF F.R.A.N.T.S, Chartered Accountants have been appointed as scrutinizer who fulfill requirements stated in Section 247 of the Companies Act, 2017, have satisfactory QCR rating from the Institute of Chartered Accountants of Pakistan and have necessary knowledge and experience to independently scrutinize the voting process. The purpose of appointment of scrutinizer is to monitor and validate the voting for election of Directors in accordance with Companies (Postal Ballot) Regulations, 2018.



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Designated email address of the Chairman at which the duly filled in ballot paper may be sent: chairman@azgard9.com

Name of shareholder/joint shareholders	
Registered Address	
Number of Ordinary Shares held	
Folio Number/CDC Account Number	
CNIC No./Passport No. (in case of foreigner) (copy to be attached)	
Additional Information and enclosures (in case of representative of body corporate, corporation and Federal Government.)	

Election of Directors: I/we hereby cast my/our votes in favor of following candidates as indicated below:

Female Director Category		No. of Directors to be Elected = 1	No. of Votes = 1 x No. of Ordinary Shares held
S. No.	Name of Candidate	No. of Votes Casted	
1	Maliha Sarda Azam	Elected Unopposed	

Independent Directors Category		No. of Directors to be Elected = 2	No. of Votes = 2 x No. of Ordinary Shares held
S. No.	Name of Candidates	No. of Votes Casted	
1	Abid Hussain		
2	Ihsan Ahmad		
3	Sheikh Farrukh Mahmood		

Other Directors Category		No. of Directors to be Elected = 4	No. of Votes = 4 x No. of Ordinary Shares held
S. No.	Name of Candidates	No. of Votes Casted	
1	Muhammad Wasim Butt		
2	Nasir Ali Khan Bhatti		
3	Syed Hasan Akbar Kazmi		
4	Usman Rasheed		
5	Zahid Mahmood		

Signature of shareholder(s)

Place:

Date:

NOTES/PROCEDURE FOR SUBMISSION OF BALLOT PAPER:

1. Dully filled postal ballot should be sent to **MR. ZAHID MAHMOOD, CHAIRMAN, AZGARD NINE LIMITED, ISMAIL AIWAN-I-SCIENCE, OFF: SHAHRAH-I-ROOMI, LAHORE, PAKISTAN** or EMAIL: chairman@azgard9.com.
2. Copy of CNIC/Passport (in case of foreigner) should be enclosed with the postal ballot form.
3. Postal ballot forms should reach chairman of the meeting on or before **April 02, 2024 during working hours**. Any postal ballot received after this date, will not be considered for voting.
4. Signature on postal ballot should match with signature on CNIC/Passport (in case of foreigner).
5. Incomplete, unsigned, incorrect, defaced, torn, mutilated, over written ballot paper will be rejected.
6. In case of representative of body corporate, corporation and Federal Government, postal ballot must be accompanied with copy of CNIC of authorized person, attested copy of Board Resolution, Power of Attorney, Authorization Letter etc. in accordance with Section(s) 138 or 139 of the Companies Act, 2017 as applicable. In case of foreign body corporate etc. all documents must be attested from the counsel general of Pakistan having jurisdiction over the member.
7. Ballot Paper has also been placed at the website of the Company www.azgard9.com. Members may download the ballot paper from the website or use original/photocopy published in newspapers.