

At-Tahur Limited

Notice of Extra Ordinary General Meeting



NOTICE IS HEREBY GIVEN THAT Extra Ordinary General Meeting of shareholders of **At-Tahur Limited** will be held on **Wednesday, June 21, 2023 at 10:00 a.m. at Registered Office, 182-Abu Bakar Block, New Garden Town, Lahore** to transact the following business:

SPECIAL BUSINESS

1. To Alter the Memorandum of Association of the Company to increase in Authorised Share Capital upto Rs. 5,200,000,000 from Rs. 2,200,000,000. In this respect the main clause V of Memorandum of Association be and hereby amended as follow:

Resolved that:

V. The authorized capital of the company is Rupees 5,200,000,000 (Rupees Five Billion Two Hundred Million Only) divided in to 520,000,000 shares of Rupees 10 each comprising ordinary shares and preference shares with the rights, privileges and conditions attaching thereto as are provided by the regulations of the company for the time being, with power to increase and reduce the capital of the company and to divide the shares in the capital for the time being into several classes in accordance with the provisions of the Companies Act, 2017.

Further Resolved that Mr. Rasikh Elahi, Chief Executive Officer or Mr. Humza Chaudhry, Company Secretary be and is hereby singly empowered and authorized to undertake, execute and implement all the decisions in respect of the said resolution and to take and do and/or cause to be taken or done any/all necessary acts, deeds and things, and to take any or all necessary actions which are or may be necessary, incidental and/or consequential to give effect to the aforesaid resolution, including signing and execution of documents and agreements and to complete all necessary legal formalities and to file all necessary documents as may be necessary or incidental for the purposes of implementing the aforesaid resolution.

2. To consider and if deemed fit pass the following ordinary resolutions with or without modifications:

Resolved that the approval be and is hereby given to allow the Company to circulate the annual audited financial statements to its members/shareholders through Quick Response (QR) enabled code and weblink instead of through CD/DVD/USB, subject to the requirements of Notification No. S.R.O. 389(I)/2023 of the Securities and Exchange Commission of Pakistan dated 21 March 2023.

OTHER BUSINESS

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

Statement of Material Facts for Agenda Item No. 1 & Agenda Item No. 2 are being circulated to the members along with notice of the meeting.

May 31, 2023

Lahore

BOOK CLOSURE:

The Members' Register will remain closed from **June 14, 2023 to June 21, 2023** (both day inclusive).

By the Order of the Board
Company Secretary

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NOTES:

1. Transfer received in order at the Registered Office by the close of business hours on **Tuesday, June 13, 2023** will be treated in time.
2. A member eligible to attend and vote at this Meeting may appoint another member as his/her proxy to attend and vote instead of him/her.
3. The instrument appointing a proxy and the power of attorney or other authority under which it is signed or a notarially attested copy of the power of attorney must be received by the Company at the Registered Office not later than 48 hours before the time for holding the Meeting.
4. CDC account holders will further have to follow the under mentioned guidelines as laid down by Securities & Exchange Commission of Pakistan:

For Attending the Meeting:

- i. In case of individuals, the account holder or sub-account holder and whose registration details are uploaded as per the Regulations, shall authenticate his/her identity by showing his/her original Computerized National Identity Card (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 meeting.

For Appointing Proxies:

- i. In case of individuals, the account holder or sub-account holder and whose registration details are uploaded as per the Regulations, shall submit the proxy form as per above requirement
- ii. Attested copies of valid CNIC or the passport of beneficial owners and the proxy shall be furnished with the proxy form.
- iii. The proxy shall produce his/her original valid CNIC or original passport at the time of the meeting.
- iv. In case of corporate entity, the Board of Directors' resolution/power of attorney with specimen signature shall be produced (unless it has been provided earlier) at the time of meeting.

Video Conference Facility;

According to Section 132(2) of the Companies Act 2017, if the Company receives consent from members holding in aggregate 10% or more shareholding residing at a geographical location, to participate in the meeting through video conference at least 7 days before the date of the meeting, the Company will arrange video conference facility in that city subject to availability of such facility in that city.

Replacement Of Physical Shares into CDC Account

Members, who hold physical shares, are advised to convert their shares into electronic form in terms of section 72 of the Companies Act, 2017.

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Electronic Voting:

- a) In accordance with the Companies (Postal Ballot) Regulation, 2018, (the "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, 2017 in the manner and subject to conditions contained in the Regulations;
- b) Detail of E-Voting facility will be shared through e-mail with those members of the company who have valid cell numbers / e-mail addresses available in the Register of Members of the Company by the end of business on June 13, 2023 by Share Registrar **M/s Corplink (Private) Limited** being the e voting service provider;
- c) Identity of the members intending to cast vote through e-voting shall be authenticated through electronic signature or authentication for login.
- d) Members shall cast vote online from June 18, 2023 at 09:00 a.m. till June 20, 2023 at 5:00 p.m. Voting shall close on June 20, 2023 at 5:00 p.m. Once the vote on the resolution has been casted by a Member, he/she shall not be allowed to change it subsequently.

Procedure for Voting Through Postal Ballot

- a) Members may alternatively opt for voting through postal ballot. For convenience of the members, Ballot Paper is annexed to this notice and the same is also available on the Company's website www.at-tahur.com to download.
- b) The members must ensure that the duly filled and signed ballot paper, along with a copy of Computerized National Identity Card (CNIC) should reach the Chairman of the meeting through post at the Company's registrar address, **182, Abu Bakar Block, New Garden Town, Lahore**, or email at chariman@at-tahur.com one day before the EOGM, i.e. on June 20, 2023 before 5:00 p.m. A postal ballot received after this time / date shall not be considered for voting. The signature on the Ballot Paper shall match with signature on the CNIC.

Statement under Section 134(3) of the Companies Act, 2017

Agenda Item (1) Concerning the Change in Memorandum of Association

Under the sub-section (2) of section 85 of the Companies Act, 2017, a Company alter its authorized share capital by way of special resolution. In this regard the clause V of the Memorandum of Association amend as follow.

Moreover, no directors or Chief Executive of the Company or their relatives have any interest in the proposed alterations of the Memorandum of Association of the Company except up to their holding in the Company and in their capacities as Directors/Chief Executive/Shareholders.

The following resolutions are proposed to be passed as Special Resolution:

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Resolved that the existing clause V of the Memorandum of Association of the Company be and is hereby replaced to read as follow:

The authorized capital of the company is Rupees 5,200,000,000 (Rupees Five Billion Two Hundred Million Only) divided in to 520,000,000 shares of Rupees 10 each comprising ordinary shares and preference shares with the rights, privileges and conditions attaching thereto as are provided by the regulations of the company for the time being, with power to increase and reduce the capital of the company and to divide the shares in the capital for the time being into several classes in accordance with the provisions of the Companies Act, 2017.

Resolved further that the Chief Executive Officer and / or Company Secretary be and is hereby authorized to do all acts, deeds and things, take any or all necessary actions to complete all legal and corporate formalities, make amendments, modification addition or deletion and file all requisite documents with the Registrar to effectuate and implement this special resolution.

Statement of Material Facts in respect of Agenda Item No. (2)

Approval of Circulation of the Annual Audited Accounts of the Company

The Securities and Exchange Commission of Pakistan (SECP) through its Notification No. S.R.O. 389(I)/2023 dated 21 March 2023 has allowed the companies to circulate the annual audited financial statements to its members/shareholders through Quick Response (QR) enabled code and web link instead of through CD/DVD/USB. The notice of meeting shall be dispatched to members as per requirements of the Act, on their registered address, containing the QR code and the web link address to view and download the annual audited financial statements together with the reports and documents required to be annexed thereto under the Act. The companies shall circulate the annual audited financial statements through email in case email address has been provided by the member to the company and the consent of member to receive the copies through email is not required.

The copy of the subject notification from, SECP is placed before the members of the meeting for inspection. The contents of the notification shall be complied with by the Company. The Annual Financial Statements of the Company upcoming years shall be available on the Company's website www.at-tahur.com

Inspection:

A copy of existing Memorandum of Association along with copy of Memorandum of Association as will appear after such alteration has been kept at the Registered Office of the Company which may be inspected during business hours (9 a.m. – 5 p.m.) on any working day from the date of publication / issue of this notice.