



## Notice of Annual General Meeting

**NOTICE IS HEREBY GIVEN THAT** the 12<sup>th</sup> Annual General Meeting of the shareholders (2<sup>nd</sup> after listing on PSX) of **At-Tahur Limited** will be held on **Monday, October 28, 2019 at 11:30 a.m. at Registered Office, 182-Abu Bakar Block, New Garden Town, Lahore** to transact the following business:

### ORDINARY BUSINESS

1. To receive, consider and adopt the Annual Audited Financial Statements of the Company for the year ended 30 June 2019 together with the Directors' and Auditors' reports thereon.
2. To approve and declare bonus shares @ 10% i.e. 1 share of every 10 shares as recommended by the Board of Directors for the year ended June 30, 2019.
3. To approve and declare final cash dividend of Rs. 0.37 per share i.e. @ 3.7 % as recommended by the Board of Directors for the year ended June 30, 2019.
4. To appoint auditors of the Company and to fix their remuneration. The present auditor M/s Riaz Ahmad & Company, Chartered Accountants, retires and being eligible, offers themselves for re-appointment as auditors of the Company.
5. To elect seven (07) Directors of the Company as fixed by the Board of Directors, for a term of three years commencing from October 30, 2019 in accordance with the provisions of the Companies Act, 2017 in place of retiring Directors namely:
  1. Mr. Amar Zafar Khan
  2. Mr. Aurangzeb Firoz
  3. Mr. Ijaz Nisar
  4. Mr. Muhammad Ijaz Hussain Awan
  5. Mr. Rasikh Elahi
  6. Mr. Shabbi Zahid Ali
  7. Syed Kashif ul Hassan Shah

All retiring Directors are eligible to offer themselves for re-election.

### SPECIAL BUSINESS

6. To Alter the Memorandum of Association of the Company to increase in Authorised Share Capital up to Rs. 1,650,000,000 from Rs. 1,500,000,000. In this respect the main clause V of Memorandum of Association be and hereby amended as follow:
  - V. The authorized capital of the company is Rupees 1,650,000,000 (Rupees One Billion Six Hundred Fifty Million Only) divided in to 165,000,000 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.
7. To transact any other business with the permission of the Chair.

Statement under section 166 (3) pertaining to election of Directors and Statement under section 134 (3) concerning special resolution are being circulated to the members along with notice of the meeting.

By Order of the Board

Lahore  
October 01, 2019

Company Secretary

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### **BOOK CLOSURE:**

The Members' Register will remain closed from October 22, 2019 to October 28, 2019 (both day inclusive).

### **NOTES:**

1. Transfer received in order at the Registered Office by the close of business hours on Monday, October 21, 2019 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:**

Shareholders individually or collectively holding 10.00% or more shareholding can provide their consent to participate in the meeting through video conference at least seven days prior to date of the meeting. Considering the geographical dispersal of the shareholder, the Company shall arrange video conference facility subject to the availability of such facility in that city. The Company will intimate members regarding venue of the video-link facility at least five days before the date of the general meeting along with complete information necessary to



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enable them to access the facility. The shareholders who wish to avail the video-link facility may send their request on Standard Form provided in the annual report and also available on the company's website

### Circulations of Annual Reports through CD/DVD/USB/ Email

Pursuant to the Securities and Exchange Commission of Pakistan's notification S.R.O 470(I)/2016 dated 31 May, 2016, the shareholders of At-Tahur Limited had accorded their consent for transmission of annual reports including annual audited accounts, notices of annual general meetings and other information contained therein of the Company through CD or DVD or USB instead of transmitting the same in hard copies. The shareholders who wish to receive hard copy of the aforesaid documents may send to the Company Secretary / Share Registrar, the Standard Request Form provided in the annual report and also available on the website of the Company and the Company will supply hard copies of the aforesaid document to the shareholders on demand, free of cost, within one week of such demand.

### Circulation of Accounts via Email

The shareholders who intends to receive the annual report including the notice of meeting through e-mail are requested to provide their written consent on the Standard Request Form provided in the annual report and also available on the Company's website.

### Tax Deduction - Filer or Non-Filer

Dividend income on shares is liable to deduction of withholding tax under Section 150 of the Income Tax Ordinance, 2001 and pursuant to Finance Act 2019, effective July 1, 2019, withholding of tax on dividend based on 'Active' and 'Non-Active' status of shareholders shall be @ 15% and 30% respectively where 'Active' means a person whose name appears on the Active Taxpayers List available at e-portal of FBR (<http://www.fbr.gov.pk/>) and 'Non-Active' means a person whose name is not being appeared on the Active Taxpayers List.

Furthermore, according to clarification provided by the FBR; in case a Folio/CDS Account is jointly held, each joint-holder is to be treated separately as Active or Non-Active. In terms of the said clarification, tax of each joint-holder has been deducted on the gross dividend amount determined by bifurcating the shareholding of each joint-holder on equal proportions, except where shareholding proportion of joint-holder(s) is pre-defined as per the records of the Company's Share Registrar and thus tax rates are applied in line with respective proportions.

Those shareholders who are holding Folio/CDS jointly may notify in writing within 10 days of this notice to the Shares Registrar of the Company as per format given below. If no notification is received by the Shares Registrar, then it will be assumed that the shares are held in equal proportion by the principal shareholder and the joint holder(s):

Individual/Company Name	Folio/CDC A/c No.	Total Shares	Principle Shareholder		Joint Shareholder(s)	
			Name & CNIC No.	Shareholding Portion (No. of Shares)	Name & CNIC No.	Shareholding Portion (No. of Shares)

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## **Exemptions from Deduction of Income Tax/Zakat**

Members seeking exemption from deduction of income tax or are eligible for deduction at a reduced rate, are requested to submit a valid tax exemption certificate or necessary documentary evidence as the case may be. Members desiring non-deduction of zakat are also requested to submit a valid declaration for non-deduction of zakat.

## **Statement under Section 166(3) of the Companies Act, 2017**

This statement is annexed to the Notice of the Annual General Meeting of At-Tahur Limited (the Company) to be held on Monday, October 28, 2019, at which said business is to be transacted. The purpose of this Statement is to set forth the material facts concerning such Special Business.

## **Agenda Item (5) Concerning the Election of Directors:**

This statement sets out the material facts pertaining to the election of directors to be elected at the Annual General Meeting of M/s At-Tahur Limited ("the Company") to be held on October 28, 2019.

1. The board of directors have fixed the number of directors to be elected as seven (07) for the term of three years commencing from October 30, 2019.
2. Any person/member whether majority shareholder or a minority shareholder, who seeks to contest the election to the office of director (the "Candidate"), whether he is a retiring director or otherwise, is requested to file with the Company at its registered office, not later than fourteen days before the date of the meeting at which elections are to be held, the following documents:
  - a. Notice of his/her intention to offer himself/herself for election as director in terms of Section 159(3) of the Companies Act, 2017.
  - b. The Candidate should also confirm that:

He/she is not ineligible to become a director of the Company under any applicable laws and regulations;

Neither he/she nor his/her spouse is engaged in the business of brokerage or is a sponsor director or officer of a corporate brokerage house;

His/her name is borne in the register of national tax payers (except where he/she is a no-resident);

He/she has not been convicted by a court of competent jurisdiction as defaulter in payment of any loan to a banking company, a development financial institution or a non-banking financial institution.

He/she is not serving as a director in more than five listed companies' simultaneously, provided that this limit shall not include the directorships in the listed subsidiaries of a listed holding company;

He/she is aware of the duties and powers of Director under the Companies Act, 2017, the Securities act, 2015, Memorandum and Articles of Association of the Company and all other applicable laws/rules/regulations/codes etc.



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- c. Person contesting as independent Director shall also submit a declaration that he/she qualifies the criteria of independence notified under the Companies Act, 2017;
- d. Consent to Act as director on Form-28 required under Section 167 of the Companies Act, 2017 along-with copy of CNIC;
- e. A detailed profile of the Candidate including his office address (the same will be placed on Company's website as per requirements of SECP notification S.R.O. 634(1)/2014 dated 10th July, 2014).

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

#### **Agenda Item (6) Concerning the Change in Memorandum of Association**

Under the sub section 2 of section 85 of 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 resolution is proposed to be passed as Special Resolution:

#### **Draft Resolution:**

**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 1,650,000,000 (Rupees One Billion Six Hundred Fifty Million Only) divided in to 165,000,000 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.

#### **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.