

NOTICE OF TWENTY FOURTH ANNUAL GENERAL MEETING

Notice is hereby given that Twenty Fourth Annual General Meeting of the Members of AZGARD NINE LIMITED ('the Company') will be held on Monday, November 27, 2017 at 10.00 am at the Registered Office of the Company Ismail Aiwan-i-Science, Off: Shahrah-i-Roomi, Lahore, Pakistan; to transact the following businesses:

Ordinary Business:

1. To confirm the minutes of the Twenty Third Annual General Meeting of the Company held on October 29, 2016;
2. To receive, consider, approve and adopt the audited financial statements of the Company for the financial year ended June 30, 2017, together with the Directors' and Auditors' Reports thereon;
3. To appoint the Statutory Auditors for the year ending June 30, 2018, and to fix their remuneration;
4. To transact any other business with the permission of the Chair.

Special Business:

5. To consider and pass the following resolution(s) as Special Resolution(s), with or without modifications, to approve alteration in the Articles of Association of the Company:

“RESOLVED THAT the Articles of Association of the Company be amended by adding a new Article 65(a) after the existing Article 65 as follows:

65(a) The provisions and requirements for e-voting as prescribed by the Securities and Exchange Commission of Pakistan from time to time shall be deemed to be incorporated in these Articles, notwithstanding anything contained herein to the contrary and in case of e-voting, both members and non-members can be appointed as proxy.”

“FURTHER RSOLVED THAT the Company Secretary and/or the Chief Executive Officer be and are hereby jointly/severally authorized to do all acts, deeds and things, take all steps and actions necessary, ancillary and incidental for altering the Articles of Association of the Company and complying with all other regulatory requirements, so as to effectuate the alteration and implementing the aforesaid resolution.”

By order of the Board

MUHAMMADAWAIS
Company Secretary

Lahore: November 04, 2017

NOTES:

1. The Share Transfer Books of the Company will remain closed for the period from November 21, 2017 to November 27, 2017 (both days inclusive). Transfers received in order at the Office of Company's Share Registrar M/s. Hameed Majeed Associates (Private) Limited, H. M. House, 7-Bank Square, Lahore, Pakistan ('Registrar') at the close of business on November 20, 2017 will be considered in time to attend and vote at the Meeting.
2. Financial Statements for the year ended June 30, 2017 will be available at the website of the Company www.azgard9.com twenty one days before the date of meeting.

Further, as per approval obtained from members in Annual General Meeting of the Company held on October 29, 2016 to circulate Annual Audited Accounts through CD/DVD/USB in accordance with SRO 470(I)/2016 dated May 31, 2016 of Securities and Exchange Commission of Pakistan (SECP); Annual Audited Accounts of the Company for the year ended June 30, 2017 are being dispatched to the Members through CD/DVD. The Members may request a hard copy of Annual Audited Accounts free of cost. Standard request form is available at the website of the Company www.azgard9.com.

3. In terms of SRO No 787(I)/2014 dated September 08, 2014 of SECP, shareholders can opt to obtain Annual Balance Sheet and Profit and Loss Account, Auditors' Report and Directors' Report etc. along with the Notice of the Annual General Meeting through email. For this purpose, we hereby give you the opportunity to send us your written request alongwith your valid email ID to provide you the same via email. For convenience, a Standard Request Form has also been made available on the Company's website www.azgard9.com. The Company shall however provide hard copy of annual report to such members, on request, free of cost.
4. The Preference Shareholders are not entitled to attend the meeting.
5. A member of the Company entitled to attend and vote at this meeting, may appoint another member as his/her proxy to attend and vote instead of him/her. Proxies, in order to be effective, must be received at the Registered Office of the Company not less than 48 hours before the time for holding the meeting.
6. CDC Account Holders will further have to follow the under mentioned guidelines as laid down by the Securities and Exchange Commission of Pakistan.
 - A. FOR ATTENDING THE MEETING:**
 - i. In case of individuals, the accounts holders and/or sub-account holder and their registration details are uploaded as per the CDC Regulations, shall authenticate his/her identity by showing his original 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 the Meeting.
 - B. FOR APPOINTING PROXIES:**
 - i. In case of individuals, the account holders and/or sub-account holder and their registration details are uploaded as per the CDC Regulations, shall submit the proxy form as per the above requirements.
 - ii. The proxy form shall be witnessed by two persons whose names, addresses and CNIC numbers shall be mentioned on the form.
 - iii. Attested copies of CNIC or the passport of the beneficial owner and the proxy shall be furnished with the proxy form.
 - iv. The proxy shall produce his/her original CNIC or original Passport at the time of meeting.
 - v. In case of corporate entity, the Board of Directors' resolution/power of attorney with specimen signature shall be submitted (unless it has been provided earlier) along with proxy form to the Company.
7. Members are requested to notify/submit the following information/documents; in case of book entry securities in CDS to their respective participants/investor account services and in case of physical shares to the registrar of the Company by quoting their folio numbers and name of the Company at the above mentioned address, if not earlier notified/submitted:
 - Change in their addresses, if any.
 - Valid and legible copy of CNIC/Passport (in case of individual) and NTN Certificate (in case of corporate entity). Please note that CNIC number is mandatory for issuance of dividend warrants and in the absence of this information payment of dividend shall be withheld.
 - Dividend mandate information mentioning title of bank account, International Bank Account Number (IBAN), bank name, branch name, code and address towards direct transfer/credit of cash dividend in your accounts. Please note that all future dividends shall only be paid through online bank transfer as required under Section 242 of the Companies Act, 2017.
8. Members may avail video conference facility for this Annual General Meeting at Karachi, provided the Company receives consent (standard format is given below) atleast 07 days prior to the date of the Meeting from members holding in aggregate 10% or more shareholding residing at above location.

The Company will intimate respective members regarding venue of the video-link facility before the date of Meeting along with complete information necessary to enable them to access the facility.

“I/we _____ of _____ being member(s) of Azgard Nine Limited, holder of _____ Ordinary Share(s) as per Registered Folio No./CDC Account No. _____ hereby opt for video conference facility at Karachi in respect of 24th Annual General Meeting of the Company.

Signature of Member”

9. For any query/problem/information, Members may contact the Company at email companysecretary@azgard9.com and/or the Share Registrar of the Company at above mentioned address and at (+92 42) 37235081-82, email info@hmaconsultants.com. Members may also visit website of the Company www.azgard9.com for notices/information.

“Statement under Section 134(3) of the Companies Act, 2017, concerning the Special Business, is attached alongwith the Notice circulated to the members of the Company, and is deemed an integral part hereof”

STATEMENT UNDER SECTION 134(3) OF THE COMPANIES ACT, 2017

This statement is annexed as an integral part of the Notice of the Twenty Fourth Annual General Meeting of the Members of Azgard Nine Limited to be held on Monday, November 27, 2017 at 10.00 am at the Registered Office of the Company, Ismail Aiwan-i-Science, Off: Shahrah-i-Roomi, Lahore, Pakistan; and sets out the material facts concerning the Special Business to be transacted at the Meeting.

SPECIAL BUSINESS (AGENDA ITEM NO. 5)

Alteration in Articles of Association of the Company

The Securities and Exchange Commission of Pakistan (SECP) vide its SRO No. 43(I)/2016 dated January 22, 2016 has issued the Companies (E-Voting) Regulations, 2016 (Regulations) which shall apply to general meetings of listed companies for providing voting rights to members through electronic means managed by authorized Intermediaries. Therefore, in order to comply with the statutory requirement, proposed resolution(s) is/are required to be passed as special resolution(s).

Inspection of Documents:

The copies of the existing and amended Memorandum and Articles of Association have been kept at the Registered Office of the Company, Ismail Aiwan-i-Science, Off: Shahrah-i-Roomi, Lahore, Pakistan, which could be inspected on any working day during usual business hours till the date of Annual General Meeting.

Interest of Directors

The Directors have no direct or indirect interest in the above said Special Business.

