



NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Eighty third Annual General Meeting of AKD Capital Limited will be held on 23 October 2017 at 03:30 P.M. at its Corporate Office Room # 416-418- Continental Trade Centre, Block 8, Clifton, Karachi to transact the following business:-

ORDINARY BUSINESS:

1. To confirm the minutes of the last Annual General Meeting held on 22nd October 2016.
2. To receive, consider and adopt the Audited Financial Statements together along with the Directors' and Auditors' Reports for the year ended 30 June 2017.
3. To consider and approve Cash Dividend @ 5% Rupee 0.50 per share except for sponsors, directors, their family members and friends as recommended by the Board of Directors for the year ended 30 June 2017.
4. To elect seven directors as fixed by the Board pursuant to the provisions of Section 154 of the Companies Act 2017 for a term of three years.

Following are the names of the retiring directors:

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|---------------------------|-----------------------------|
| 1) Mr. Aqeel Karim Dhedhi | 5) Mr. Zafar Jaweed Alavi |
| 2) Mrs. Yasmin Aqeel | 6) Mr. Mohammad Sohail |
| 3) Mr. Nessar Ahmed | 7) Mrs. Mehrunnisa Siddiqui |
| 4) Mr. Muhammad Munir | |

The retiring directors are eligible for re-election

5. To appoint Auditors for the year ending 30 June 2018 and to fix their remuneration. Present auditors M/S Riaz Ahmed and Co, Chartered Accountants, retire and offer for re-appointment.

SPECIAL BUSINESS

6. To obtain consent of the shareholders in terms of S.R.O. 470(I)/2016 dated 31 May 2016 issued by Securities and Exchange Commission of Pakistan, for the transmission of the annual reports including annual audited accounts, notices of annual general meetings and other information contained therein of the Company either through CD or DVD or USB.
7. To sought approval of the shareholder to alter the Articles of Association pursuant to the E-Voting Regulations 2016.
8. To obtain the consent of the shareholders for inclusion of CNIC No. in the Dividend Warrant pursuant to the directive of the Securities and Exchange Commission of Pakistan directive of the Securities and Exchange Commission of Pakistan contained in S.R.O. 831(I)/2012 dated 5 July 2012.
9. To obtain the consent of the shareholders to adopt E-dividend mechanism in accordance with SECP Notice No. 8(4) SM/CDC 2008 dated 5 April 2013.
10. Any other business with the permission of the Chair.

Karachi

Date: 02 October 2017

By the order of Board

Tanveer Hussain Khan
Company Secretary



AKD Capital Ltd.

Formerly AKD Securities & Sale Deposit Company Limited

NOTES:

1. Any person who is not ineligible to be appointed as a director under section 153 of Companies Act 2017 and seeks to contest the election to the office of director shall whether he / she is a retiring director or otherwise file with the Company at its registered office not later than fourteen days before the date of the above said meeting his / her intention to offer himself / herself for the election of directors in terms of the section 167(1) of the Companies Act 2017 together with (a) consent in Form 28, (b) a declaration with consent to act as a director in the prescribed form under clause (ii) of the Code of Corporate Governance to the effect that he / she is aware of duties and power of directors under the Companies Act 2017, the Memorandum and Articles of association of the Company and the listing regulation of the Pakistan Stock Exchange, and has read the provisions contained therein, (c) a declaration in terms of clause (iii) and (iv) of the Code of Corporate Governance to the effect that he / she is not serving as a directors of more than nine other listed companies, that his / her name is borne in the register of national tax payers (except where he / she is a non-resident), that he / she has not been convicted by a court of competent jurisdiction as a defaulter in payment of any loan to a banking company, a development financial institution or a non-banking financial institution.
2. A member entitled to attend and vote at the meeting may appoint a proxy to attend and vote instead of him/her at the meeting. Proxies must be deposited at the Company's Registered Office not less than 48 hours before the time for holding the meeting. A proxy must be a member.
3. The share transfer books of the Company will remain closed from 17 October 2017 to 23 October 2017 (both days inclusive).
4. The shareholders are advised to notify the company of any change in their addresses to ensure prompt delivery of mails. Any shares(s) for transfer etc. should also be lodged with the company.
5. Shareholders whose shares are deposited with Central Depository Company (CDC) or their Proxies are requested to bring their original Computerized National Identity Card (CNIC) or Passport along with the participants I.D. number and their account number at the time of attending the Annual General Meeting for verification.



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STATEMENT OF MATERIAL FACTS CONCERNING SPECIAL BUSINESS PURSUANT TO SECTION 134(3) OF THE COMPANIES ACT 2017

This statement sets out the material facts concerning the Special Business, given in agenda item Nos.6 - 10 of the Notice will be considered to be passed by the members. The purpose of the Statement is to set forth the material facts concerning such Special Business.

Agenda item No.6 of the Notice -Circulations of Annual Reports through CD/DVD/USB

Securities and Exchange Commission of Pakistan has vide S.R.O 470(I)/2016 dated 31 May 2016 allowed the companies to circulate the annual reports including annual audited accounts, notices of annual general meetings and other information contained therein of the Company to its members through CD/DVD/USB subject to consent of the shareholders in the general meeting. This will save time and expenses incurred on printing of the annual report.

The Company shall supply the hard copies of the aforesaid document to the shareholders on demand on their registered address, free of cost, within one week of such demand.

Agenda item No.7 of the Notice – Amendment/change in Articles of Association of the Company

To give effect to the Companies (E-Voting) Regulation 2016, shareholders' approval is being sought to amend the Articles of Association of the Company to enable e-voting. The Board of Directors have recommended to the members to approve and adopt amendment/change in Articles of Association of the Company. Subject to approval of the members the proposed resolution will be considered to be passed by the members as a special resolution.

Agenda item No.8 of the Notice – Amendment/change in Articles of Association of the Company

In compliance of the SRO No. 831(1)/2012 dated 5 July 2012, whereby Securities Exchange Commission of Pakistan had directed all the listed companies to insert the Computerized Nation Identity Card (CNIC) number of the shareholder or authorized person, in the dividend warrant they issue to the shareholder or in the name of authorized person where the shareholder authorized the company to pay dividend, on his behalf to any other person except in case of minor.

Agenda item No. 9 of the Notice-Mandate for E-DIVIDENDS for shareholders

In order to make process of payment of cash dividend more efficient, e-dividend mechanism has been envisaged where shareholders can get amount of dividend credited into their respective bank accounts electronically without any delay. In this way, dividends may be instantly credited to respective bank accounts and there are no chances of dividend warrants getting lost in the post, undelivered or delivered to the wrong address, etc. The Securities and Exchange Commission of Pakistan (SECP) through Notice No. 8(4) SM/CDC 2008 dated 5 April 2013 has advised all mechanism due to the benefits it entails for shareholders.