



**AKD Capital Ltd.**

**NOTICE OF EXTRAORDINARY GENERAL MEETING OF**

**AKD Capital Limited to be held on Tuesday 27<sup>th</sup> April, 2021 AT 11:00 a.m. through Video Link Facility, at its office 511 - 5<sup>th</sup> Floor Continental Trade Centre Block – 8, Clifton Karachi**

Notice is hereby given that Extraordinary General Meeting of the shareholders of AKD Capital Limited will be held on **Tuesday 27<sup>th</sup> April 2021, at 11:00 a.m.** through video link facility from the registered office of the Company situated at 511 - 5<sup>th</sup> Floor Continental Trade Centre Block – 8 Clifton Karachi to transact the following business:

**SPECIAL BUSINESS**

To consider and if thought fit, to pass the following resolution as special resolutions, with or without modifications, addition or deletion:

**RESOLUTION**

**RESOLVED** that in accordance with Section 26 of the Companies Act, 2017 in order to ensure that the name of the Company commensurate with the Principal Line of Business of the Company, the name of the Company shall be modified as under.

Existing name of the Company:

AKD Capital Limited

Proposed Name of the Company (priority list of the new name of the company if approved for submission by SECP)

1. AKD Hospitality Ltd. (AKD-HL)
2. AKD Tourism Ltd (AKD-TL)
3. AKD Tours Ltd (AKD-TL)

The statement under Section 134(3) of the Companies Act, 2017 pertaining to Special Business is annexed with this Notice.

**ORDINARY BUSINESS**

Any other business with the permission of the Chair.

By Order of the Board

  
**COMPANY SECRETARY**

AKD Capital Limited.

Date: 5<sup>th</sup> April 2021





**Notes:**

1. The individual Members who have not yet submitted photocopy of their valid Computerized National Identity Card (CNIC) to the Company/ Share Registrar, are once again reminded to send the same at the earliest directly to Company's Share Registrar, C & K Management Associates (Pvt) Limited, 404, Trade Towers, Near Hotel Metropole,, Abdullah Haroon Road, Karachi.

The Corporate Entities are requested to provide their National Tax Number (NTN). Please give Folio Number with the copy of CNIC/ NTN details. Reference is also made to the Securities and Exchange Commission of Pakistan (SECP) Notifications SRO 779(I) dated August 18, 2011, and SRO 831 (I) 2012 dated July 05, 2012, which mandates that the dividend warrants should bear CNIC number of the registered member or the authorized person, except in case of minor(s) and corporate members.

2. Share Transfer Books will be closed from **21<sup>st</sup> April to 27<sup>th</sup> April 2021** (both days inclusive) when no transfer of shares will be accepted for registration. Transfers in good order, received at the office of Company's Share Registrar, C & K Management Associates (Pvt) Limited, 404, Trade Towers, Near Hotel Metropole, Abdullah Haroon Road, Karachi on **20<sup>th</sup> April 2021 by 3:00 p.m.** will be considered for entitlement.

3. In light of the COVID-19 situation, the Securities and Exchange Commission of Pakistan ("SECP"), in term of its Circular No. 5 dated March 17, 2020 and Circular No. 33 dated November 5, 2020, has advised companies to modify their usual planning for general meetings for the safety and wellbeing of shareholders and the public at large with minimal physical interaction. Hence, the proceedings of the meeting will be carried out through video-link facility. In this regard, special arrangements have been made for the EOGM which are as under:

- a) EOGM will be held through Zoom application – a video link facility.
- b) The notice will also be uploaded on the website of the Company.
- c) The Members are requested to attend and participate in the EOGM through video link facility. To attend through video link, Members can download the app/software through <https://zoom.us/download> and login via video-link to participate in the EOGM proceedings.
- d) Shareholders are requested to get themselves registered with the C & K Management Associates (Pvt) Limited at least two working days before the EOGM via email to [cnk-management@hotmail.com](mailto:cnk-management@hotmail.com) by providing the following details:





e)

Folio/CDC A/c No	Company	Name of Shareholder	CNIC Number	Cell Number	Email Address
	AKD Capital Limited				

Video-link for the meeting will be sent to members at their provided email addresses enabling them to attend the meeting on the given date and time.

Login facility will be opened thirty minutes before the meeting time to enable the participants to join the meeting after identification process. Shareholders will be able to login and participate in the EOGM proceedings their devices after completing all the formalities required for their identification and verification of the shareholders.

All members, entitled to attend the meeting, are entitled to appoint another person in writing as their proxy to attend on their behalf. A proxy must be a member of the Company.

- f) Shareholders may send their comments and suggestions relating to the agenda items of the EOGM to the Company Secretary's office **at least two (2) working days before the Extra Ordinary General Meeting** at the given email address **cnk-management@hotmail.com**. Shareholders are requested to mention their full name, CNIC # and Folio/CDC Account # for this purpose.
- g) Shareholders are encouraged to participate in the EOGM to consolidate their attendance and participation through proxies.
- 4.** In case of individuals, the account holders or sub-account holders whose registration details are uploaded as per the Regulations shall submit the proxy form as per above requirements.
- 5.** Duly completed instrument of proxy, and the other authority under which it is signed, or a notarially certified copy thereof, must be lodged with the Company Secretary at the Company's Registered Office (Suite # 511-5th Floor, Continental Trade Centre Block 8, Clifton Karachi) at least 48 hours before the time of the meeting.





6. Members having physical shareholding are requested to notify the change in address if any to the Company's Share Registrars, C & K Management Associates (Pvt) Limited, 404, Trade Towers, Near Hotel Metropole,, Abdullah Haroon Road, Karachi. (Tel: 021-3568-5930 & 3568-7839)
7. In case share are held CDC, then the request notify the change of address must be submitted directly to broker / participant / CDC investor account Services.
8. CDC Account Holders will further have to follow the under-mentioned guidelines as laid down by the Securities and Exchange Commission of Pakistan:

**For Appointing Proxies:**

- i) In case of individuals, the account holder or sub-account holder and/or the person whose securities are in group account and their registration details are uploaded as per the Regulations, shall submit the proxy form accordingly.
- ii) The proxy form shall be witnessed by two person whose names, addresses and CNIC number shall be mentioned on the form.
- iii) Attested copies of CNIC or the passport of the beneficial owners and the proxy shall be furnished with the proxy form.
- iv) In case of corporate entity, the Board of Directors resolution/ power of attorney with specimen signature of the person nominated by the corporate entity shall be submitted.

**FORM OF PROXY**

**EXTRAORDINARY GENERAL MEETING**

I / We \_\_\_\_\_ of in the district of \_\_\_\_\_ being a member of "**AKD Capital Limited**" and holder of \_\_\_\_\_ ordinary shares as per Registration Folio No./CDC Participant I.D. No /Sub-Account No. \_\_\_\_\_ CNIC No./ Passport No. \_\_\_\_\_ entitled to vote, hereby appoint Mr./Mrs./Miss \_\_\_\_\_ of (full address) \_\_\_\_\_ (being member of the Company) as my/our proxy to attend, act and vote for me/us and on behalf at the Extra Ordinary General Meeting of the Company to be held on 27th April, 2021 and/or at any adjournment thereof.

**Dated:** \_\_\_\_\_

**Signature:** \_\_\_\_\_





**Presence of:**

1. \_\_\_\_\_

2. \_\_\_\_\_

**Important Note:**

1. This form of proxy, duly completed and signed, must be deposited at the registered office of the company situated at Suite 511 5<sup>th</sup> Floor, Continental Trade Centre Block 8, Clifton Karachi.

2. This form should be signed by the Member or by his/her attorney duly authorized in writing. If the member is a Corporation, its common seal should be affixed to the instrument.

3. A member entitled to attend and vote at the meeting may appoint any other Member as his/her proxy to attend and vote on his/her behalf except that a corporation may appoint a person who is a Member.

**For CDC Account Holders/Corporate Entities:**

In addition to the above, following requirements have to be met:

1. The Proxy form shall be witnessed by two persons whose names, addresses and CNIC Numbers shall be mentioned on the form.

2. Attested copies of CNIC or Passport of the beneficial owners and proxy shall be furnished with the proxy form.

3. The proxy shall produce his/her original CNIC or original Passport at the time of the meeting.

4. In case of corporate entity, the Board of Directors' resolution/power of attorney with specimen signature shall be submitted along with proxy form.





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

This statement sets out the material facts pertaining to the special business to be transacted at the Extraordinary General Meeting of the Company to be held on **Tuesday, April 27<sup>th</sup>, 2021.**

The Board of Directors of the Company are confident that this change will not be detrimental to the interest of the Company or its Members as a whole. This change shall be implemented forthwith by the Company as it has all the resources for implementation.

No Directors or Chief Executive of the Company or their relatives have any interest in the change in name of company except in their capacities as Directors / Chief Executive / Shareholders.

### **PROPOSED CHANGE IN THE NAME OF COMPANY**

Under the Companies Act, 2017, a Company may carry on or undertake any lawful business or activity and do any act or enter into any transaction being incidental and ancillary thereto which is necessary in attaining its business activities.

According to the Section 26 of the Companies Act, 2017, it is required that the principle line of business of the company shall always commensurate with name of the company and the existing name of the company is not in compliance with Section 26 of the Companies Act, 2017 due to change in the principle line of business of the company. Thus in order to ensure compliance with the dictates of Section 26 of the Companies Act, 2017 approval for change of name of the company is required from the shareholders of the company by way of special resolution under Section 12 of the Companies Act, 2017.

**“RESOLVED** that in accordance with Section 26 of the Companies Act, 2017 in order to ensure that the name of the Company commensurate with the Principal Line of Business of the Company, the name of the Company shall be modified as under.

Existing name of the Company:

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