



# **TARIQ CORPORATION LIMITED**

## **NOTICE OF ANNUAL GENERAL MEETING (AGM)**



## TARIQ CORPORATION LIMITED

### NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that 57<sup>th</sup> Annual General Meeting of the Tariq Corporation Limited will Insha Allah be held on January 23, 2024 at 11:30 a.m. at 28-C, Block E-1, Gulberg-III, Lahore to transact the following business:

#### ORDINARY BUSINESS

1. To confirm minutes of the Extra Ordinary General Meeting of the company held on September 09, 2023.
2. To receive, consider and adopt the annual audited Financial Statements of the company for the year ended September 30, 2023 together with the Directors' and Auditors' Reports thereon
3. To approve payment of fixed cumulative preference dividend out of profits of the company @ 10/- per annum for the years 2022 and 2023.
4. To appoint Auditors for the financial year ending September 30, 2024 and to fix their remuneration.

#### SPECIAL BUSINESS

##### 5. INCREASE IN AUTHORIZED CAPITAL OF THE COMPANY

To consider and, if thought fit to approve the increase in the Authorized Capital of the company and for the purpose to pass the following resolution as a Special Resolution with or without any modification, and to make consequent amendments in the Memorandum and Articles of Association of the company: -

**“RESOLVED THAT** pursuant to the provisions of section 85 and other applicable provisions of the Companies Act, 2017, the Authorized Capital of the Company be and is hereby increased from Rs. 680,000,000/- to Rs.850,000,000/- divided into 70,000,000 ordinary shares of Rs 10 each and 15,000,000 preference shares of Rs 10 each with such preferential, qualified or special rights, privileges, conditions or restrictions attaching thereto as the Company may from time to time determine by Special Resolution, with the power insofar as is permitted by law.

**RESOLVED FURTHER THAT** consequent upon the proposed increase in the Authorized Capital of the Company, the existing Clause V of the Memorandum of Association shall be altered and substituted with the following clause ‘V’, and article clause 6A shall be added in the Articles of Association of the Company as mentioned below-

#### CLAUSE V OF THE MEMORANDUM OF ASSOCIATION:

“V”. The authorized share capital of the Company is Rs.850,000,000 (Rupees Eight Hundred Fifty Million only) divided into 70,000,000 (Seventy million) ordinary shares of Rs.10 (Rupees ten)

each, and 15,000,000 (fifteen million) preference shares of Rs.10 (Rupees ten) each, being with such preferential, qualified or special rights, privileges, conditions or restrictions attaching thereto as provided under the Companies Act, 2017. The company shall have the power to vary, modify or abrogate any such rights, privileges or conditions in such manner as may be permitted by law.

The proposed increase in the Authorized Share Capital of the Company will also necessitate amendments in clause V of the Memorandum of Association and clause II of the Articles of Association of the Company. The Board of Directors have also recommended alteration in the Memorandum and Articles of Association of the Company to reflect increase in Authorized Share Capital of the company.

**ARTICLE "6A" OF THE ARTICLES OF ASSOCIATION.**

'6A' The authorized share capital of the Company is Rs.850,000,000 (Rupees Eight Hundred Fifty Million only) divided into 70,000,000 (Seventy million) ordinary shares of Rs.10 (Rupees ten) each, and 15,000,000 (fifteen million) preference shares of Rs.10 (Rupees ten) each, being with such preferential, qualified or special rights, privileges, conditions or restrictions attaching thereto as provided under the Companies Act, 2017. The company shall have the power to vary, modify or abrogate any such rights, privileges or conditions in such manner as may be permitted by law.

6. To seek approval of the members through 'special resolution' to withdraw the approval granted earlier for the disposal of company's assets and also the authorization given to the Board for undertaking measures in this regard.
7. To transact any other business with permission of the chair.

**By Order of the Board**

**KHALID MAHMOOD**  
Company Secretary

Lahore  
Dated: January 02, 2024

**NOTES:**

**BOOK CLOSURE:**

The Share Transfer Books of the Company will remain closed from 16 January 2024 to 23 January 2024 (both days inclusive) to determine the names of members entitled to attend the Annual General Meeting. Transfers received in order at the office of the company's Share Registrar CDC Share Registrar Services Limited by the close of business on 15 January 2024, will be treated in time for determination of entitlement of the members to attend and vote at the meeting.

## **PROXIES:**

A member eligible to attend and vote at this meeting may appoint another member his / her proxy to attend and vote instead of him / her. Proxies in order to be effective must reach the Company's registered office not less than 48 hours before the time for holding the meeting.

Proxies of the Members through CDC shall be accompanied with attested copies of their CNIC. In case of corporate entity, the Board's Resolution / power of attorney with specimen signature shall be furnished along with proxy form to the Company. The shareholders through CDC are requested to bring original CNIC, Account Number and Participant Account Number to produce at the time of attending the meeting.

Members are requested to immediately notify the change in their address, if any. Members who have deposited their shares into Central Depository Company of Pakistan Limited ("CDC") 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**

- a. In case of Individuals, the account holder and / or sub-account holder and their registration details are uploaded as per the CDC Regulations, shall authenticate his / her identity by showing his / her original CNIC or, original Passport at the time of attending the Meeting.
- b. In case of corporate entity, the Board's 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**

- a. In case of individuals, the account holder and / or sub-account holder and their registration details are uploaded as per the CDC Regulations, shall submit the proxy form as per above requirements.
- b. The proxy form shall be witnessed by two persons, whose names, addresses and CNIC numbers shall be mentioned on the form.
- c. Attested copies of the CNIC or the passport of beneficial owners and the proxy shall be furnished with the proxy form.
- d. The proxy shall produce his original CNIC or original passport at the time of the Meeting.
- e. In case of corporate entity, the Board's resolution/power of attorney with specimen signature shall be furnished (unless it has been provided earlier) along with proxy form to the Company.

### **Video Conference Facility:**

In terms of the Companies Act, 2017, members residing in a city holding at least 10% of the total paid up share capital may demand the facility of video-link for participating in the Annual General Meeting. The request for video-link facility shall be received by the Share Registrar at their address at least 7 days prior to the date of the meeting on the Standard Form available on the website of the Company.

### **Video Link Facility for Meeting: -**

Securities and Exchange Commission of Pakistan ("SECP") has advised vide Circular No. 4 of 2021 dated 15 February, 2021 to provide participation of the members through electronic means. The members can attend the EOGM via video link using smart phones / tablets. To attend the meeting through video link, members and their proxies are requested to register themselves by providing the following information along with valid copy of Computerized National Identity Card (both sides) / passport, attested copy of board resolution / power of attorney (in case of corporate members) through email at (Company's email)

<b>Name of Member/Proxy holder</b>	<b>CNIC No.</b>	<b>Folio No./CDC Account No.</b>	<b>Cell No./ Whatsapp No.</b>	<b>Email ID</b>

### **Polling on Special Business Resolution:**

The members are hereby notified that pursuant to Companies (Postal Ballot) Regulations, 2018 ("the Regulations") amended through Notification dated January 05, 2024, issued by the Securities and Exchange Commission of Pakistan ("SECP"), SECP has directed all the listed companies to provide the right to vote through electronic voting facility and voting by post to the members on all businesses classified as special business.

Accordingly, members of Tariq Corporation Limited will be allowed to exercise their right to vote through electronic voting facility or voting by post for the special business in its forthcoming Annual General Meeting to be held on January 23.,2024., at 11:30 AM, in accordance with the requirements and subject to the conditions contained in the aforesaid Regulations.

### **Procedure for E-Voting:**

- I. Details of the e-voting facility will be shared through an e-mail with those members of the Company who have their valid CNIC numbers, cell numbers, and e-mail addresses available in the register of members of the Company by the close of business on January 16,2024.
- II. The web address, login details, and password, will be communicated to members via email. The security codes will be communicated to members through SMS from the web portal of CDC Share Registrar Services Limited (being the e-voting service provider).
- III. Identity of the members intending to cast vote through e-voting shall be authenticated through electronic signature or authentication for login.
- IV. E-Voting lines will start from January 19,2024, 09:00 a.m. and shall close on January 22,2024 at 5.00 p.m. Members can cast their votes any time during this period. Once the vote on a resolution is cast by a Member, he / she shall not be allowed to change it subsequently.

### **Procedure for Voting Through Postal Ballot:**

The members shall ensure that duly filled and signed ballot paper, along with copy of Computerized National Identity Card (CNIC), should reach the Chairman of the meeting through post on the Company's registered address 28-C, Block E-1, Gulberg-III, Lahore or email at

[corporate@tariqcorp.com](mailto:corporate@tariqcorp.com) one day before the date of Annual General Meeting on January 23.,2024 during working hours. The signature on the ballot paper shall match the signature on CNIC.

This postal Poll paper is also available for download from the website of the Company at [www.tariqcorp.com](http://www.tariqcorp.com) or use the same as attached to this Notice and published in newspapers.

Please note that in case of any dispute in voting including the casting of more than one vote, the Chairman shall be the deciding Authority.

**E-voting Service Provider:**

M/s CDC Share Registrar Services Limited

Members of the Company, are advised in their best interest, to convert their physical shares into book-entry form at earliest.

**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 Annual General Meeting of the Company to be held on January 23,2024.

**1. ITEM NO.5 OF THE NOTICE**

**INCREASE IN AUTHORIZED SHARES CAPITAL OF THE COMPANY AND CONSEQUENT AMENDMENTS IN THE MEMORANDUM AND ARTICLES OF ASSOCIATION:**

The authorized share capital of the Company is Rs.850,000,000 (Rupees Eight Hundred Fifty Million only) divided into 70,000,000 (Seventy million) ordinary shares of Rs.10 (Rupees ten) each, and 15,000,000 (fifteen million) preference shares of Rs.10 (Rupees ten) each, being with such preferential, qualified or special rights, privileges, conditions or restrictions attaching thereto as provided under the Companies Act, 2017. The company shall have the power to vary, modify or abrogate any such rights, privileges or conditions in such manner as may be permitted by law.

The proposed increase in the Authorized Share Capital of the Company will also necessitate amendments in clause V of the Memorandum of Association and clause II of the Articles of Association of the Company. The Board of Directors have also recommended alteration in the Memorandum and Articles of Association of the Company to reflect increase in Authorized Share Capital of the company.

None of the directors of the company has any direct or indirect interest in the aforementioned special businesses except to the extent of his shareholding as has been detailed in the pattern of shareholding annexed to the Financial Statements.

# TARIQ CORPORATION LIMITED

## PROXY FORM

I/We, \_\_\_\_\_ of \_\_\_\_\_

being the member of **Tariq Corporation Limited** hereby appoint Mr./Mrs./Miss \_\_\_\_\_ who is a member of the Company vide Registered Folio /

CDC Participant ID.No. \_\_\_\_\_ as my proxy to attend and vote for me and on my behalf at the Annual General Meeting of the company to be held on **January 23.,2024 at 11:30 A.M.** and / or at any adjournment thereof.

Folio No.	CDC Account Number		No. of Shares Held
	Participants I.D.	Account No.	

(Signature on Rupees Five Revenue Stamps)

### WITNESSES:

1. Signature \_\_\_\_\_  
Name \_\_\_\_\_  
Address \_\_\_\_\_

2. Signature \_\_\_\_\_  
Name \_\_\_\_\_  
Address \_\_\_\_\_

CNIC      -       -

CNIC      -       -

Date: \_\_\_\_\_

Date: \_\_\_\_\_

### NOTES:

- I. The proxy form must be signed across Rupees Five revenue stamp and it should be deposited in the company's registered office not less than 48 hours before the time of holding the meeting.
- II. If a member appoints more than one proxy and more than one instruments of proxy and are deposited by a member with the company, all such instruments of proxy shall be rendered invalid.
- III. A member entitled to attend may appoint another member as his / her proxy may by power of attorney any other person as his / her to attend, speak and vote at the meeting. A corporation or a company, as the case may be, being a member of the company, may appoint any of its officials or any other person to act as its representative and the person so authorized shall be entitled to the same powers as if he was and individual shareholder.

**Tariq Corporation Limited**  
**POSTAL BALLOT PAPER**

for voting through post for the Special Business at the Annual General Meeting to be held on January 23, 2024, at 11:30 a.m. at 28-C, Block E-1, Gulberg-III, Lahore. **Phone:** +92-42- 111-111-476 **Website:** [www.tariqcorp.com](http://www.tariqcorp.com).

Folio / CDS Account Number

Name of Shareholder / Proxy Holder

Registered Address

Number of shares Held

CNIC/Passport No. (in case of foreigner) (copy to be attached)

Additional information and enclosures (in case of representative of body corporate, corporation, and federal Government)

Name of Authorized Signatory

CNIC/Passport No. (in case of foreigner) of Authorized Signatory (copy to be attached)

**Resolution For Agenda Item No. 5**

The authorized share capital of the Company is Rs.850,000,000 (Rupees Eight Hundred Fifty Million only) divided into 70,000,000 (Seventy million) ordinary shares of Rs.10 (Rupees ten) each, and 15,000,000 (fifteen million) preference shares of Rs.10 (Rupees ten) each, being with such preferential, qualified or special rights, privileges, conditions or restrictions attaching thereto as provided under the Companies Act, 2017. The company shall have the power to vary, modify or abrogate any such rights, privileges or conditions in such manner as may be permitted by law.

**Instructions For Poll**

1. Please indicate your vote by ticking (✓) the relevant box.

2. In case if both the boxes are marked as (✓), you poll shall be treated as **"Rejected"**.

I/we hereby exercise my/our vote in respect of the above resolution through ballot by conveying my/our assent or dissent to the resolution by placing tick (✓) mark in the appropriate box below;

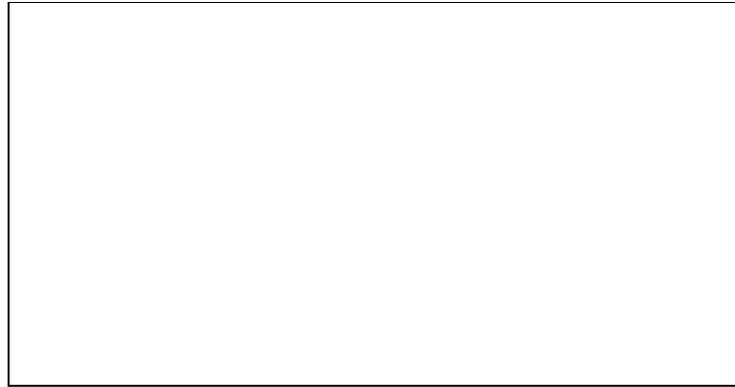
Resolution	I/We assent to the Resolution (FOR)	I / We dissent to the Resolution (AGAINST)
<b>Resolution For Agenda Item No. 5</b>		

1. Dully filled ballot paper should be sent to the Chairperson of Tariq Corporation Limited at 28-C, Block E-1, Gulberg-III, Lahore or email at [corporate@tariqcorp.com](mailto:corporate@tariqcorp.com).
2. Copy of CNIC/ Passport (in case of foreigner) should be enclosed with the postal ballot form.
3. Ballot paper should reach the Chairperson within business hours by or before **January 22, 2024**. Any postal Ballot received after this date, will not be considered for voting.
4. Signature on ballot paper should match with signature on CNIC/ Passport. (In case of foreigner).
5. Incomplete, unsigned, incorrect, defaced, torn, mutilated, over written poll paper will be rejected
6. Ballot Paper form has also been placed on the website of the Company at: [www.tariqcorp.com](http://www.tariqcorp.com). Members may download the Ballot paper from the website or use an original/photocopy published in newspapers.

Date \_\_\_\_\_

**Shareholder / Proxy holder Signature/Authorized Signatory**  
(In case of corporate entity, please affix company stamp)

**BOOK POST**  
**Printed Matter**



***If undelivered please return to:***  
**TARIQ CORPORATION LIMITED**  
**28-C, BLOCK-E-1, GULBERG- III,**  
**LAHORE.**