

Notice of Extra Ordinary General Meeting

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting of the CDC Share Registrar Services Limited will be held on **Thursday, December 5, 2019 at 10:30 a.m.** at its registered office situated at CDC House, 99-B, Block 'B', SMCHS, Main Shahra-e-Faisal, Karachi-74400 to transact the following business:

Special Business:

1. To consider and if thought fit, approve enhancement in the scale of remuneration to be paid to the Non-Executive including Independent Directors for attending the Board meetings by passing following resolution as Ordinary Resolution;

“RESOLVED THAT the scale of the remuneration to be paid to the Non-Executive including Independent Director for attending the Board meetings be enhanced from Rs. 15,000 (Rupees fifteen thousand only) to Rs. 25,000 (Rupees twenty five thousand only) inclusive of applicable taxes.”

By order of the Board



Moheel Ali Khan
CFO & Company Secretary

Karachi, Dated: Thursday, November 14, 2019

Notes:

1. A corporation or any other company registered under the Companies Act 2017/ Companies Ordinance, 1984, where such corporation or such other company, is a member of the company may, by resolution of its directors, authorize any of its officials or any other person to act as its authorized representative at the proposed general meeting of the company, and the person so authorized shall be entitled to exercise the same powers on behalf of such corporation or such other company if he was an individual shareholder of the Company.
2. A member of the Company entitled to attend and vote may appoint another member as his / her proxy to attend and vote instead of him / her.
3. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his Attorney duly authorized in writing or if such appointer is a corporation under its common seal or the hand of its Attorney.
4. The proxy form shall be witnessed by two persons whose names, addresses and CNIC numbers shall be mentioned on the form.
5. Attested copies of CNIC or the passport of the proxy shall be furnished with the proxy form.
6. The proxy shall produce his / her original CNIC or original passport at the time of the meeting if requested.
7. The instrument appointing a proxy and the Power-of-Attorney or other authority (if any), under which it is signed or a notarially certified copy of that power or authority, shall be deposited at the Registered Office of the Company not less than forty eight hours before the time of above general meeting of the Company.
8. Members are requested to promptly notify any change in their address.

STATEMENT UNDER SECTION 134(3) OF THE COMPANIES ACT, 2017
IN RESPECT OF SPECIAL BUSINESS

Increase in directors' remuneration for attending Board meetings

Directors' remuneration for attending Board Meetings of the Company were fixed at the initial stages of the CDC Trustee Company Limited which was a non-operational Company. However, considering that the principal line of business has now been changed to provide Share Registrar and Balloters services and the Company has successful started its operations with effect from July 01, 2019, therefore, as recommended by the Board, the shareholders may grant approval with respect to increasing the Directors' remuneration for attending Board meetings from existing Rs. 15,000 to Rs. 25,000 per meeting to match director's remuneration with that of ITMinds Limited – the other wholly owned subsidiary of Central Depository Company of Pakistan Limited.

The Directors of the Company have no interest in above business except to the payment of remuneration on attending the Board meetings of the Company.