

Notice of 9th Annual General Meeting

NOTICE IS HEREBY GIVEN that the 9th Annual General Meeting of the CDC Share Registrar Services Limited will be held on **Wednesday, October 27, 2021** at **11:00 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:

Ordinary Business:

1. To receive and adopt the annual audited accounts of the Company for the year ended June 30, 2021, together with the Report of Directors and Auditors thereon.
2. To consider and declare cash dividend @ Rs. 4 per share of Rs. 10 each to the shareholders as recommended by the Board of Directors of the Company for the year ended June 30, 2021.
3. To appoint Auditors of the Company for the year ending June 30, 2022 and fix their remuneration.

Special Business:

4. 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 resolutions as Ordinary Resolution;

"RESOLVED THAT the scales of the remuneration to be paid to the Non-Executive including Independent Director for attending the Board meetings be enhanced from Rs. 25,000 (Rupees twenty five thousand) to Rs. 35,000 (Rupees thirty five thousand) inclusive of applicable taxes."

By order of the Board



Moheez Ali Khan

CFO & Company Secretary

Karachi, Dated: Wednesday, October 6, 2021

Confidential

Wholly owned Subsidiary of



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, authorise 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 authorised 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 authorised 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.

Book Closure:

The Share Transfer Books of the Company will remain closed from **October 25, 2021 to October 26, 2021**. Transfer received in order at the Registered Office of the Company located at CDC House, 99-B, Block 'B', S.M.C.H.S., Main Shahra-e-Faisal, Karachi-74400 before the said date shall be treated in time for any corporate entitlements approved by the members.

Statement under Section 134 (3) of the Companies Act, 2017

This statement sets out material facts concerning the special business as under:

Enhancement in the remuneration of Non-Executive including independent Directors for attending Board meetings

Reason for change

At present the Director's remuneration of group's wholly owned subsidiaries (CDC Share Registrar Services Limited and ITMinds Limited) is Rs. 25,000 per meeting.

The Board of ITMinds Limited (wholly owned subsidiary of CDC) has recently recommended for the consideration and approval of its shareholders regarding increase in the Director's remuneration from Rs. 25,000 to Rs. 35,000 for attending each Board meeting. Accordingly, In order to keep the Director's remuneration in sync with the other wholly owned subsidiary, the Board has proposed to increase in Director's remuneration from Rs. 25,000 to Rs. 35,000 per meeting for consideration and approval of the shareholders in the upcoming Annual General Meeting.

The Directors of the Company are interested with the affairs of the Special Business for enhancement of their remuneration.
