

# Notice of Annual General Meeting

Notice is hereby given that the eleventh Annual General Meeting of the members of Safe Mix Concrete Limited will be held at the Institute of Chartered Accountant of Pakistan, Karachi on Friday, 28th October 2016 at 08:30 a.m. to transact the following business:

## ORDINARY BUSINESS

1. To confirm the minutes of last Annual General Meeting held on October 28, 2015.
2. To receive, consider and adopt the Audited Financial statements of the Company for the year ended 30th June 2016 together with the Directors' and Auditors' reports thereon.
3. To appoint Auditors for the financial year ending June 30, 2017 and to fix their remuneration. The present Auditors, Messrs Naveed Zafar Ashaq Jaffery & Co., Chartered Accountants, being eligible, offer themselves for re-appointment.
4. To consider any other business with the permission of the Chair.
5. To consider and if thought fit, to pass the following resolution as special resolution with or without modifications.
  - a. To alter the Articles of Association of Company and pass the following resolutions with or without modification(s).

**RESOLVED THAT** subject to prior clearance of the Pakistan Stock Exchange Limited under clause 5.9.2 of its Rule Book and subject to the approval of the shareholders of the Company by Special Resolution and confirmation by the SECP, the Article 59 and Article 82 of Articles of Association of the Company be altered and replaced as follows:

Existing Provisions Of Article Of Association	Proposed Article (Changes highlighted as bold and underline)
<b>Article 59</b>	
<b>“Quorum (of general meeting):</b> <b>Five members</b> who represent not less than twenty-five per cent of the total voting power, either of their own account or as proxies present in person or by proxy shall be a quorum for general meeting.”	<b>“Quorum (of general meeting):</b> Not less than <b>ten members</b> present personally who represent not less than twenty-five per cent of the total voting power, either of their own account or as proxies present in person or by proxy shall be a quorum for general meeting.”
<b>Article 82</b>	
<b>“Number of Directors:</b> The Board of Directors shall fix the number of elected Directors which number shall not be <b>less than three</b> . The directors shall be elected in accordance with the provisions of Section 178 of the Ordinance.”	<b>“Number of Directors:</b> The Board of Directors shall fix the number of elected Directors which number shall not be <b>less than Seven</b> . The directors shall be elected in accordance with the provisions of Section 178 of the Ordinance.”

**“FURTHER RESOLVED THAT** the Chief Executive Officer or Company Secretary or Chief Financial Officer or any other officer designated in this behalf by Chief Executive Officer be and are hereby authorized to obtain approval from concerned authorities, prepare and issue required circulars and notices to the Pakistan Stock Exchange Limited, Securities and Exchange Commission of Pakistan and shareholders with the prior approval of the Board.

#### **STATEMENT UNDER SECTION 160 (1) (B) PERTAINING TO SPECIAL BUSINESS**

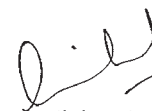
##### **1. Alteration of Articles of Association**

It was identified by the Internal Auditor of the company that there is slight inconsistency between provisions of Companies Ordinance, 1984 and the Articles of Association of the Company. Therefore, it was proposed that the articles of association be altered to align Article 59 and Article 82 in accordance with relevant provisions of Companies Ordinance, 1984.

The alteration in the articles of association of the company will not affect any rights or obligations of the company or the interest of any shareholder or investor in any manner.

The interest of the Directors and Chief Executive of the company is only their being the Chief Executive, Director and shareholder of the company.

By order of the Board



Bilal Yasin  
Company Secretary

**Karachi, October 07, 2016**

#### **Notes:**

1. Share transfer books of the Company will remain closed from October 22, 2016 to October 28, 2016 (both days inclusive). Transfers received in order at the office of the company's share registrar, M/s THK Associated (Private) Limited, Ground floor, State Life Building No. 3, Dr. Ziauddin Ahmed Road, Karachi 75530 up to the close of business on October 21, 2016 will be considered in time for determination of entitlement of shareholders to attend and vote at the meeting.
2. A member entitled to attend and vote at this meeting may appoint another member as his/her proxy to attend the meeting and vote for him/her. Proxy form is enclosed with the Annual report. A proxy must be a member of the Company. Proxies, in order to be effective, must be received at the Registered Office of the Company, duly stamped, signed and witnessed, not less than 48 (forty eight) hours before the meeting.
3. Procedure including the guidelines as laid down in Circular No. 1- Reference No. 3(5-A) Misc/ARO/LESf96 dated 2611 January 2000 issued by Securities and Exchange Commission of Pakistan:
  - a) Members, proxies or nominees shall authenticate their identity by showing their original national identity card or original passport and bring their folio numbers at the time of attending the meeting.
  - b) In the case of a corporate entity, Board of Directors' resolution/power of attorney and attested copy of the CNIC or passport of the nominee shall also be produced (unless provided earlier) at the time of meeting.
  - c) In order to be effective, the proxy forms must be received at office of our registrar not later than 48 hours before the meeting, duly signed and stamped and witnessed by two persons with their names, address, CNIC numbers and signatures.

- d) In the case of individuals, attested copies of CNIC or passport of the beneficial owners and the proxy shall be furnished with the proxy form.
  - e) In the case of proxy by a corporate entity, Board of Directors' resolution/power of attorney and attested copy of the CNIC or passport of the proxy shall be submitted along with proxy form.
4. Members are request to notify the change in their addresses, if any, immediately to the share registrar of the Company, M/s THK Associates (Pvt.) Limited, Ground floor, State Life Building No. 3, Dr. Ziauddin Ahmed Road, Karachi 75530

**Notice to Shareholders who have not provided their CNIC**

The Individual Members who have not yet submitted photocopy of their valid Computerized National Identity Card (CN1C) to the Company Share Registrar, are once again reminded to send the same at the earliest directly to Company's Share Registrar, M/s. THK Associates, Ground floor, State Life Building No. 3, Dr. Ziauddin Ahmed Road, Karachi 75530. 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(1)/2011 dated 18th August 2011, SRO 831 (1)/2012 dated 5' July 2012, SRO 19(1)/2014 dated 10th January 2014 and SRO 275(1)/2016 dated 31st March 2016 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.

In case of non-receipt of the copy of a valid CNIC, the Company would be unable to comply with aforementioned directives of SECP and therefore will be constrained under Section 251 (2) (a) of the Companies Ordinance, 1984 to withhold dispatch of future dividend warrants, if any, of such shareholders.