



LOADS LIMITED

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is hereby given that an Extraordinary General Meeting of Loads Limited will be held on Thursday, January 23, 2020 at 11:30 a.m. at the Auditorium of the Institute of Chartered Accountants of Pakistan (ICAP), Chartered Accountants Avenue, Clifton, Karachi, to transact the following business:

Ordinary Business

1. To confirm minutes of the 39th Annual General Meeting of the Company held on October 28, 2019.

Special Business

2. To consider and if thought fit pass, with or without modification(s), addition(s) or deletion(s), the following Resolutions as Special Resolutions for Increase in Authorized Share Capital from Rs. 2,000,000,000 to Rs. 4,000,000,000 and necessary alterations in Memorandum & Articles of Association of the Company:

"Resolved that as and by way of Special Resolution the authorized capital of the Company be and is hereby increased from Rs. 2,000,000,000 (Rupees Two thousand million only) divided into 200,000,000 Ordinary Shares of Rs.10/- each to Rs. 4,000,000,000 (Rupees Four thousand million only) divided into 400,000,000 Ordinary Shares of Rs.10/- each with power to increase, reduce, modify, sub-divide, consolidate or reorganize the Capital of the Company for the time being and to divide the shares into several classes in accordance with the provisions of the Companies Act 2017 and the regulations of the Company.

"Further Resolved that Clause V of the Memorandum of Association and Clause 4 of the Articles of Association of the Company is accordingly deleted and replaced with the following new Clause V and Clause 4 respectively:

New Clause of Memorandum of Association

"V. The share capital of the Company is Rs. 4,000,000,000 (Rupees Four thousand million only) divided into 400,000,000 Ordinary Shares of Rs.10/- each with power to increase, reduce, modify, sub-divide, consolidate or reorganize the Capital of the Company for the time being and to divide the shares into several classes in accordance with the provisions of the Companies Act, 2017 and the regulations of the Company, and to attach thereto respectively such preferential, deferred, qualified or special rights, privileges or conditions as may be determined by or in accordance with the Articles of Association of the Company for the time being, and to vary, modify or abrogate any such rights, privileges or conditions in such manner as may for the time being be provided by the Articles of Association in accordance with the law."

New Clause of Articles of Association

"4. Shares Capital and Shares

The share capital of the company is Rs. 4,000,000,000 (Rupees Four thousand Million only) divided into 400,000,000 ordinary shares of Rs.10/- (Rupees ten) each."

FURTHER RESOLVED THAT any two of the officers i.e. Chief Executive Officer, Chief Financial Officer and / or Company Secretary of the Company, be and are hereby authorized jointly ("Authorized Persons") to enter into and execute such documents as may be required in relation to increase in the authorized capital.

FURTHER RESOLVED THAT any two of the Authorized Persons, be and are hereby further authorized jointly, to take all steps necessary, ancillary and incidental for increase in authorized capital but not limited to obtaining all requisite regulatory approvals, engaging legal advisor(s) and consultants for the purposes of the above, filing of the requisite application(s), statutory forms and all other documents as may be required to be filed with SECP and any other authority, submitting all such documents as may be required, executing all such certificates, applications, notices, reports, letters and any other document or instrument including any amendments or substitutions to any of the foregoing as may be required in respect of the increase in authorized capital and all other matters incidental or ancillary thereto.

A statement of material facts, as required under Section 134(3) of the Companies Act, 2017 is annexed to the Notice of Meeting, being sent to the members.

3. Any other business with the permission of the Chair.

By Order of the Board

Babar Saleem
Company Secretary

January 2, 2020
Karachi

Notes:

- (i) The Share Transfer Books of the Company will remain closed from January 16, 2020 to January 23, 2020 (both days inclusive) for any entitlements to the members whose names will appear in the Register of Members on January 15, 2020. Members (Non-CDC) are requested to promptly notify the Company's Registrar of any change in their addresses and submit, if applicable to them, the Non-deduction of Zakat Form CD-50 with the Registrar of the Company M/S. Central Depository Company of Pakistan Limited, CDC House, 99-B, Block-B, S.M.C.H.S., Main Shahra-e-Faisal, Karachi. Telephone Number: 0800-23275, Fax: (92-21) 3432653, E-mail: info@cdcpak.com. All the Members holding the shares through the CDC are requested to please update their addresses and Zakat status with their Participants.
- (ii) A member entitled to attend and vote at this meeting may appoint another member as his/her proxy to attend and vote for him / her. Proxies in order to be effective must be received at the Registered Office of the Company not less than 48 hours before the time of holding the meeting. A proxy must be a member of the Company. CDC Accounts Holders will further have to follow the guidelines as laid down in Circular 1 dated January 26, 2000 issued by the Securities & Exchange Commission of Pakistan.
- (iii) For Attending the Meeting
 - (a) In case of individuals, the account holder or sub-account holder and / or the person whose securities are in group account and their registration detail is uploaded as per the Regulations, shall authenticate their identity by showing his/ her original National Identity Card ("CNIC") or original passport at the time of attending the meeting.
 - (b) In case of corporate entity, Board of Directors' resolution/power of attorney with specimen signature of the nominee shall be produced (unless provided earlier) at the time of the meeting.
- (iv) For Appointing Proxies
 - (a) In case of individuals, the account holder or sub-account holder is and / or the person whose securities are in group account and their registration detail is uploaded as per the CDC Regulations, shall submit the proxy form as per the above requirement.
 - (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 passport of the beneficial owners and the proxy shall be furnished with the proxy form.
 - (d) The proxy shall produce his/her original CNIC or original passport at the time of the meeting.
 - (e) In case of corporate entities, board of directors' resolution/power of attorney with specimen signature of the nominee shall be submitted (unless provided earlier) along with the proxy form to Company.
- (v) Submission of copies of CNIC and NTN Certificate (Mandatory)

Pursuant to the directive of the Securities & Exchange Commission of Pakistan (SECP), Dividend Warrants shall mandatorily bear the Computerized National Identity Card (CNIC) numbers of shareholders. Shareholders are therefore requested to fulfill the statutory requirements and submit a copy of their CNIC (if not already provided) to the Company's Share Registrar M/S. Central Depository Company of Pakistan Limited, without any delay. In case of non-availability of a valid copy of the Shareholders' CNIC in the records of the Company, the company shall be constrained to withhold the Dividend Warrants, which will be released by the Share Registrar only upon submission of a valid copy of the CNIC in compliance with the aforesaid SECP directives.
- (vi) Pursuant to SECP's Circular No 10 dated 21 May 2014, if the Company receives consent from members holding in aggregate 10% or more shareholding residing at geographical location, to participate in the meeting through video conference at least 10 days prior to the date of meeting, the Company will arrange video conference facility in that city subject to availability of such facility in that city. In this regard please fill the following and submit to registered address of the Company at least 10 days before the date of EOGM.

I/We _____ of _____ being member(s) of Loads Limited holder _____ Ordinary share(s) as per Register Folio No. _____ hereby opt for video conference facility at _____.

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

This statement sets out the material facts concerning the Special Business listed at agenda items 2, to be transacted at the Extraordinary General Meeting of the Company to be held on January 23, 2020.

The amendments in the Memorandum and Articles of Association of the Company to increase the Authorized Share Capital are being carried out to cater for the future increase in the paid-up share capital of the company. Accordingly, the Board of Directors of the Company have recommended to increase the Authorized Share Capital from Rs. 2,000,000,000 (Rupees Two thousand million only) divided into 200,000,000 Ordinary Shares of Rs.10/- each to Rs. 4,000,000,000 (Rupees Four thousand million only) divided into 400,000,000 Ordinary Shares of Rs.10/- each. The new ordinary shares when issued shall rank pari passu with the existing ordinary shares in all respects.

The directors of the Company are not interested directly or indirectly in the above special business, except to the extent of their shareholdings.

