

Notice of Extraordinary General Meeting

Notice is hereby given that the Extraordinary General Meeting of Loads Limited will be held on Thursday, December 17, 2020 at 11:00 a.m. at the registered office of the company; however, due to the current situation caused by the COVID-19 pandemic, shareholders shall be entitled to attend the meeting through video link facility managed from the Company's head office at Plot No.23, Sector 19, Korangi Industrial Area, Karachi, to transact the following business:

Ordinary Business

1. To confirm the minutes of the 40th Annual General Meeting of the Company held on October 28, 2020.
2. To elect seven [7] directors of the Company, as fixed by the Board of Directors in their meeting held on October 28, 2020, in accordance with the provisions of Section 159 of the Companies Act, 2017, for a term of three years commencing from December 2020.

The retiring directors are:

- | | |
|------------------------------|-----------------------------------|
| (i) Syed Shahid Ali | (ii) Mr. Saulat Said |
| (iii) Mr. Munir K. Bana | (iv) Syed Sheharyar Ali |
| (v) Mr. M. Z. Moin Mohajir | (vi) Mr. Muhammad Mohtashim Aftab |
| (vii) Mr. Shamim A. Siddiqui | (viii) Ms. Rozina Muzammil |
| (ix) Dr. Muzzaffar Mahmood | |

The above retiring Directors are eligible for re-election

3. To transact any other business with the permission of the Chair.

A Statement under Section 166(3) of the Companies Act 2017 pertaining to the material facts is being sent to the shareholders along with this notice.

By Order of the Board



Babar Saleem
Company Secretary

November 25, 2020
Karachi

Notes:

Participation of Shareholders through Online Facility

- In pursuance of SECP's Circular No. 5 dated March 17, 2020, and Circular No. 10 dated April 1, 2020, respectively pertaining to Regulatory Relief to dilute impact of Corona Virus (COVID 19) for Corporate Sector, the shareholders shall be entitled to attend the proceedings of the Extraordinary General Meeting through online means using a video link facility, webinar or other electronic means for the safety and well-being of the valued shareholders and the general public.
- Shareholders interested in attending the EOGM through electronic means, are requested to register themselves by submitting their following particulars at the Company's designated email address co.secy@loads-group.com before the close of business hours on December 15, 2020. The link to the webinar will be sent to the shareholders on the email address provided in the below table:

Shareholder's Name	CNIC No.	Folio CDS No.	Mobile No.	Email Address

- Shareholders can also provide their comments / suggestions on co.secy@loads-group.com for the agenda items proposed to be conducted at the EOGM in the same manner as it is being discussed in the EOGM, and later shall be made part of the minutes of the meeting.
- The purpose of the aforementioned arrangements is to ensure maximum participation of the shareholders in the EOGM through an online facility. Shareholders are also requested to consolidate their attendance through proxies, so that the quorum requirement may also be fulfilled.

Closure of Share Transfer Books

- The Share Transfer Books of the Company shall remain closed from December 11, 2020 to December 17, 2020 (both days inclusive). Transfers in the form of physical transfers / CDS Transaction IDs received in order at the Company's Share Registrar, Messrs CDC Share Registrar Services Limited, CDC House, 99-B, Block-B, S.M.C.H.S., Shahra-e-Faisal, Karachi, by close of business on December 10, 2020 will be treated in time to attend and vote at the meeting and for the purpose of the above entitlement to the transferees.

Notice of intention by persons seeking to contest the Election

- Any person (including a retiring Director) who seeks to contest election of directors shall file with the Company at its registered office, Plot No.23, Sector 19, Korangi Industrial Area, Karachi not later than 14 days before the said meeting his / her intention to offer himself / herself for the election of the directors in terms of Section 159(3) of the Companies Act, 2017 together with:

- i. Notice of his/her intention to offer himself/herself for the election of Director in terms of Section 159(3) of the Companies, Act 2017.
- ii. Form 28 - Consent to act as director prescribed under section 167 of the Companies Act 2017.
- iii. A detailed profile along with his/her office address as required under SECP's SRO 634(1)/2014 of 10th July 2014.
- iv. Attested copy of valid CNIC and NTN.
- v. Undertaking on non-judicial stamp paper that he/she meets the requirements of sub-regulation of Regulation 4 of the Companies (Manner and Selection of Independent Directors) Regulations, 2018.
- vi. Declaration confirming that:
 - a) He/she is member of the Company and in the case of having physical shares will mention folio number and in case of member who has deposited his/her shares into Central Depository Company of Pakistan Limited ("CDC"), will mention Participant ID number and the account number maintained with the member of stock exchange.
 - b) His /her name is borne in the register of national tax payers (except where he/she is a non-resident) mentioning NTN number.
 - c) He/ she has not defaulted in payment of any loan to a banking company, a DFI or an NBFIs or being a member of stock exchange has not been declared as a defaulter by that stock exchange.
 - d) He/she is not ineligible to become a director of the Company under any applicable laws and regulations (including listing rules/regulations of Pakistan Stock Exchange).
 - e) He/she is aware of duties and powers as director under the relevant laws, Memorandum & Articles of Association of the Company and listing regulations of Pakistan Stock Exchange.
 - f) He/she is not engaged in the business of brokerage, or is not a spouse of such person or is not a sponsor, director or officer of a corporate brokerage house.
 - g) He/she is not serving as a director in more than seven (7) listed companies simultaneously. Provided that this limit shall not include the directorship in the listed subsidiaries of a listed holding Company.

Participation in the Meeting

- Only those persons, whose names appear in the register of members of the Company as on December 10, 2020, are entitled to attend, participate in, and vote at the Extraordinary General Meeting.

- A member of the Company entitled to attend and vote at the Extraordinary General Meeting may appoint another person as his / her proxy to attend and vote instead of 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 the Meeting and must be duly stamped, signed and witnessed. A form of proxy is attached with the notice of Extraordinary General Meeting.

Notice to Members Who Have Not Provided CNIC

- SECP vide Notification S.R.O. 19(1)/2014 dated 10th January 2014 read with Notification S.R.O 831(1)/2012 dated 5th July 2012 require that the dividend warrant(s) should bear CNIC number of the registered member or the authorized person, except in case of minor(s) and corporate members. Accordingly, in case of non-receipt of the copy of a valid CNIC, the Company would be unable to comply with the directives of SECP and therefore will be constrained under SECP order dated July 13, 2015 to withhold the dispatch of dividend warrants of such shareholders. The shareholders while sending CNIC must quote their respective folio number and name of the Company.

Change of Address

- Members are requested to immediately notify the Company's Share Registrar, Messrs. CDC Share Registrar Services Limited of any change in their registered address.

Submission of valid CNIC (Mandatory):

- As per SECP directives the dividend of shareholders whose valid CNICs, are not available with the Share Registrar could be withheld. All shareholders having physical shareholding are therefore advised to submit a photocopy of their valid CNICs immediately, if already not provided, to the Share Registrar, CDC Share Registrar Services Limited, CDC House, 99-B, Block 'B', Sindhi Muslim Cooperative Housing Society (S.M.C.H.S), Main Shahra-e-Faisal, Karachi - 74400 without any further delay

Guidelines for CDC Account Holders

- CDC account holders are required to comply with the following guidelines as laid down in Circular No. 1 of 2000 dated 26th January 2000 issued by SECP:

A. For Attending the Meeting

- (i) In case of individuals, the account holder or sub-account holder and/or the person whose securities are in group account and their registration details are uploaded as per CDC regulations, shall authenticate his / her identity by showing his / her original Computerized National Identity Card (CNIC) or original passport at the time of attending the meeting; and
- (ii) In case of corporate entities, the Board of Directors' 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

- (i) In case of individuals, the account holder or sub-account holder and/or the person whose securities are in group account their registration details are uploaded as per the CDC regulations, shall submit the proxy form as per the above requirement;
- (ii) The proxy form shall be witnessed by two (2) persons whose names, addresses, and CNIC numbers shall be mentioned on the form;
- (iii) Attested copies of CNIC or the passport of beneficial owners and the proxy shall be furnished with the proxy form;
- (iv) The proxy shall produce his / her original CNIC or original passport at the time of the meeting; and
- (v) In case of corporate entities, the board of directors' resolution / power of attorney with specimen signature of the person nominated to represent and vote on behalf of the corporate entity shall be submitted (unless it has been provided earlier) along with the proxy form to the Company.

STATEMENT UNDER SECTION 166(3) OF THE COMPANIES ACT 2017

Section 166 of the Companies Act 2017 requires that a statement of material facts is annexed to the notice of the general meeting called for the purpose of election of directors which shall indicate the justification for choosing the appointee for appointment as independent director.

Being a listed company, Loads Limited is required to have two independent directors on its Board in accordance with the Listed Companies (Code of Corporate Governance) Regulations, 2019. Accordingly, the Company shall ensure that two independent directors are elected in accordance with the procedures for election of directors laid down in Section 159 of the Companies Act 2017.