

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is hereby given that an Extraordinary General Meeting ("EOGM") of Leads Limited will be held on Tuesday, May 30, 2023 at 11:30 a.m. at Plot No.23, Sector 19, Korangi Industrial Area, Karachi and also through video link facility, to transact the following business:

Ordinary Business

1. To confirm the minutes of the 42nd Annual General Meeting of the Company held on October 28, 2022.
2. To consider and if thought fit, pass the following Special Resolution under Section 199 of the Companies Act, 2017, with or without modification(s), addition(s) or deletion(s).

RESOLVED THAT approval of the shareholders of Leads Limited (the Company) be and is hereby accorded in terms of Section 199 of the Companies Act, 2017, Regulation No. 5(7) of Companies (Investment in Associated Companies or Associated Undertakings) Regulations 2017 and subject to compliance with all statutory and legal requirements, for investment up to PKR 800,000,000/- (Rupees Eight Hundred Million Only) in the following manner, being subsidiaries undertakings, in the form of capital expenditures and working capital loan for a period of seven years starting from the date of approval by Shareholders:

Name of Subsidiary	Total Loan
Hi-Tech Alloy Wheels Limited (HAWL)	800,000,000

FURTHER RESOLVED THAT approval of the shareholders of Leads Limited (the Company) be and is hereby accorded in terms of Section 199 of the Companies Act, 2017, Regulation No. 5(7) of Companies (Investment in Associated Companies or Associated Undertakings) Regulations 2017 and subject to compliance with all statutory and legal requirements, to give corporate guarantee(s) and/or to earn/its un-funded financial facilities for opening of letter of credits and guarantees to the banks/financial institutions on behalf of its subsidiaries.

RESOLVED FURTHER THAT the said resolution shall be valid starting from the date of approval by shareholders of October 31, 2024, and the Chief Executive and/or Chief Financial Officer and/or Company Secretary of the Company be and are hereby singly empowered and authorized to undertake the decision of said investments as and when required, and take all steps and actions necessary, incidental and ancillary including execution of any and all documents and agreements as may be required in this regard and to do all acts, matters, deeds and things as may be necessary or expedient for the purpose of implementing the aforesaid resolution.

3. To consider and if thought fit, pass the following Special Resolution with or without modification(s), additions or deletion(s) for the sale of Company's land and building.

RESOLVED THAT approval of the members of the Company be and is hereby accorded in terms of Section 183(2) and Section 183(3)(a) of the Companies Act, 2017 for the sale of Company's land situated at Plot No. 23, Sector 19, Korangi Industrial Area, Karachi measuring 6,888.88 square yards and Building thereon."

FURTHER RESOLVED THAT the Chief Executive and the Chief Financial Officer of the Company be and are hereby jointly empowered and authorized to take all steps and actions necessary, incidental and ancillary including execution of any and all documents and agreements as may be required in this regard and to do all acts, matters, deeds and things as may be necessary or expedient for the purpose of implementing the aforesaid resolution.

4. To approve transmission of Annual Audited Accounts of the company to the members via QR Code and web link as allowed by Security and Exchange Commission of Pakistan vide its Notification S.R.O. 389 (i) / 2023 dated March 21, 2023 (instead of old technology which has become obsolete) for transmission through CD/DVD/USB.

RESOLVED THAT Leads Limited (the "Company") be and is hereby authorized to circulate its annual report including annual audited financial statements, auditor's report, Directors' report, Chairman's review and other reports contained therein to the Members of the Company through QR enabled code and web-link."

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

By Order of the Board

May 9, 2023
Karachi

Babar Saleem
Company Secretary

NOTES:

Closure of Share Transfer Books

- The Share Transfer Books of the Company shall remain closed from May 24, 2023 to May 30, 2023 (both days inclusive). Transfers in the form of physical transfers / CDS Transaction IDs received in order at the Company's Share Registrar, Mrs. CDC Share Registrar Services Limited, CDC House, 99-B, Block-B, S.M.C.H.S., Shah-e-Faisal, Karachi, by close of business on May 23, 2023 will be treated in time to attend and vote at the meeting and for the purpose of the above entitlement to the transfers.

Participation in the Extraordinary General Meeting electronically and appointing proxies

- Only those persons, whose names appear in the register of members of the Company as on May 23, 2023 are entitled to attend, participate in, and vote at the Extraordinary General Meeting. The Extraordinary General Meeting is being conducted as per guidelines circulated by SECP vide its circular No. 4 of 2021 dated February 16, 2021.
- The shareholders who wish to attend the Extraordinary General Meeting are requested to get themselves registered by sending their particulars at the designated email address co.sec@leads-group.com, giving particulars as per below table by the close of business hours (5:00 p.m.) on May 29, 2023.

Shareholder's Name	CNIC No.	CDS Participant ID/Folio No.	Mobile No.	Email Address
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- The webinar link would be provided to the registered shareholders/proxyholders who have provided all the requested information. The shareholders are also encouraged to send their comments/suggestion related to the agenda items of the EOGM on the above-mentioned email address by the close of business hours (5:00 p.m.) on May 29, 2023.
- The login facility will open at 11:15 a.m. enabling the participants to join the proceedings which will start at 11:30 a.m. sharp.
- A member entitled to attend and vote at the above meeting may appoint a proxy to attend and vote on their behalf. No person shall act as a proxy (except for a corporation) unless he is entitled to be present and vote in their own right. For appointing proxies, the scanned/hard copy of the proxy form appearing below duly executed and witnessed, along with the relevant supporting documents and the e-mail address of the proxy must be sent to the Company Secretary at co.sec@leads-group.com, at least 48 hours before the time of the Meeting.
- The proxy form should be witnessed by two persons whose names, addresses and CNIC numbers shall be mentioned on the form.
- Where possible, attested copies of the CNIC or the identification pages of the passport of the beneficial owners and the proxy should be attached with the e-mailed Proxy Form.
- In case of corporate entity, the Board of Directors' resolution/Power of Attorney with specimen signature should be submitted along with Proxy Form to the Company.
- Shareholders holding shares in physical form are requested to notify the change of their addresses (if any) and provide a copy of their CNIC to Share Registrar, Mrs. CDC Share Registrar Services Limited, CDC House, 99-B, Block-B, S.M.C.H.S., Shah-e-Faisal, Karachi.

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. 831/11/2012 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.

Deposit of Physical Shares into CDC Account:

- The SECP through its letter No. CSD/EDR/Misc/2016-638-640 dated March 26, 2021 has advised listed companies to adhere to provisions of Section 72 of the Companies Act, 2017 by replacing physical shares issued by them into book entry form.
- The shareholders of Leads Limited having physical folios / share certificates are requested to convert their shares from physical form into book-entry form as soon as possible. The shareholders may contact their Broker, CDC Participant or CDC Investor Account Service Provider for assistance in opening a CDS Account and subsequent conversion of the physical shares into book-entry form. It would facilitate the shareholders in many ways including safe custody of shares, avoidance of formalities required for the issuance of duplicate shares, etc. For further information and assistance, the shareholders may contact our Share Registrar, Mrs. CDC Share Registrar Services Limited, CDC House, 99-B, Block-B, S.M.C.H.S., Shah-e-Faisal, Karachi.

Request for Video Conference Facility

- In terms of SEC's Circular No. 10 of 2014 dated May 21, 2014 read with the provisions contained under section 134(1)(b) of the Act, If the Company receives request / demand from members holding in aggregate 10% or more shareholding residing at a 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 video conference facility in that city subject to availability of such facility in that city.
- In this regard, please fill the following form and submit to the Company at its registered address 10 days before holding of the EOGM. After receiving the request / demand of members having 10% or more shareholding in aggregate, the Company will intimate members regarding venue of video conference facility at least five (5) days before the date of EOGM along with complete information necessary to enable them to access such facility.

I / We / Messrs. _____ of _____ ordinary share(s) as per Folio No. _____ and / or CDC Participant ID & Sub-Account No. _____ hereby, opt for video conference facility at _____ city.

Signature of the Member(s)
(please affix company stamp
in case of corporate entity)

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

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, 3 and 4 to be transacted at the Extraordinary General Meeting of the Company to be held on May 30, 2023.

Agenda Item no. 2 : Investment in Associated undertaking M/s. Hi-Tech Alloy Wheels Limited.

The information required to be annexed to the Notice by the Companies (Investment in Associated Companies or Associated Undertakings) Regulations 2017 (Notification No. S.R.O. 1240(I)/2017 dated December 6, 2017) is set out below:-

S. No	Requirement	Information Required
i.	Name of the associated company or associated undertaking	Hi-Tech Alloy Wheels Limited.
ii.	Basis of relationship	An associated undertaking due to common directorships.
iii.	Earnings (Loss) per Share for last three years	2022: (3.40) Loss per Share 2021: (2.62) Loss per Share 2020: (2.58) Loss per Share
iv.	Break-up value per share	Rs. 1.69

v.	Financial position as per Financial Statements for the year ended 30 June 2022.	Rupees
Balance Sheet:		
	Assets	
	Property, plant and equipment	4,484,675,787
	Long term investments	305,492,787
	Advances, deposits, prepayments and other receivables	46,97,30,940
	Taxation	6,615,989
	Cash and bank balances	3,053,667
	Liabilities	
	Long term loans	868,462,135
	Deferred tax liability	34,889,562
	Due to related parties	3,865,087,707
	Accrued mark-up on loans	23,636,103
	Other payables	93,722,582
	The Annual Audited Accounts for the year ended 30 June 2022 are placed on the website of the Company.	
vi.	Investment in relation to a project of associated undertaking.	Not Applicable
vii.	Maximum amount of investment to be made	To provide loan and advances up to a maximum of Rs. 800,000,000/- (Rupees Eight Hundred Million only) as and when required by HAWL.
viii.	Purpose, benefits and period of investment.	Purpose - To support the project of the associated company. Benefits - The management of the Company believes that it will contribute towards increase in profitability which will ultimately translate to higher returns. Period - Seven Years
ix.	Sources of funds to be utilized for investment and where the investment is intended to be made using borrowed funds: Justification for investment through borrowings: Detail of collateral, guarantees and assets pledged for obtaining such funds: Cost benefit analysis	Investment will made from internally generated funds and bank borrowings. Markup is higher than our financing cost. Pari passu and ranking charge over current & fixed assets of the company, as collateral security. Margin:25% The rate of interest charged to HAWL is marginally higher than the borrowing cost of the company; therefore, it would have a positive impact on company's net profit.
x.	Salient features of the agreement(s), if any, entered into with its associated company or associated undertaking with regards to the proposed investment.	A loan agreement dated April 28, 2023 entered by the Company for meeting working capital and other requirements of HAWL. The amount, borrowing cost and tenure has been mentioned herein.
xi.	Director indirect interest of directors, sponsors, majority shareholders and their relatives, if any, in the associated company or associated undertaking or the transaction under consideration.	Directors of the Company have no interest in the investee company except in their capacity as sponsor/ directors / shareholders of associated company.
xii.	Investment in associated company or associated undertaking has already been made, the performance review of such investment including complete information / justification for any impairment or write offs.	Leads Limited had granted a loan of Rs.2,039.52 million to HAWL in order to meet its working capital and other requirements. HAWL imported a running alloy wheel manufacturing plant from ROH Automotive Australia and will be the first major alloy wheels manufacturer in Pakistan to predominantly cater to the OEM market and intends to supply to the local auto manufacturers and also meet the large demand in the spare parts market.
xiii.	Any other important detail necessary for the members to understand the transaction.	None
xiv.	Category-wise amount of investment.	Category wise of investment is loan and advances up to a maximum of Rs. 800,000,000/- (Rupees Eight Hundred Million only) as and when required by the HAWL.
xv.	Average borrowing cost of the investing company, the Karachi Inter Bank Offered Rate (KIBOR) for the relevant period, rate of return for Sharikh Compliant products and rate of return for unfunded facilities, as the case may be, for relevant period.	6 MONTHS KIBOR + 2%
xvi.	Rate of interest, mark up, fees or commission etc. to be charged by investing company;	6 MONTHS KIBOR + 3%
xvii.	Particulars of collateral or security to be obtained in relation to the proposed investment.	None
xviii.	If the investment carries conversion feature i.e. it is convertible into securities, this fact along with terms and conditions including conversion formula, circumstances in which the conversion may take place and the time when the conversion may be exercisable; and	Not Applicable.
xix.	Repayment schedule and terms and conditions of loans or advances to be given to the associated company or associated undertaking.	As per the loan agreement entered by the Company with HAWL.

Agenda Item no. 3 : Sale of Factory Land and Building.

Description of asset	Factory land and building
Location	Plot No.23, Sector 19, Korangi Industrial Area, Karachi
Area	Land - 6888.88 Sq. Yards Building 125,260 Sq. Feet (Approximately)
Cost of Land and Building	Land - Rs 25,080,000/- Building - Rs 94,588,140/- (As per Annual Audited Accounts - June 30, 2022)
Book value	Land - Rs.25,080,000/- Building - Rs. 55,885,737/- (As per Annual Audited Accounts - June 30, 2022)
Revalued amount and date of revaluation	-
Approximate current market price/ fair value	Land - Rs.1,000,000,000/- Building - Rs. 80,000,000/-
Proposed manner of disposal	The land and building will potentially be disposed off through advertisement in newspapers and negotiations with potential buyers through persons authorized by the Board of Directors in a way that is most beneficial for the shareholders of the Company.
Purpose of the sale	To reduce the borrowings from banks and financial institution and thereby save debt servicing costs and to meet the working capital requirements.
Benefits expected to accrue to the share-holders	Significant savings in financial charges on bank borrowings resulting in improving the operating results of the Company.
Availability of relevant documents	The documents pertaining to above resolutions are available for inspection at the registered office of the Company on any working day up to May 30, 2023 during the business hours and also at the time of meeting.

Agenda Item no. 4 : Transmission of Annual Audited Accounts of the company to the members via QR Code and web link.

Considering the optimum use of advancements in technology and in order to fulfill the Company's corporate social responsibility to the environment and sustainability, Member's approval is sought for the circulation of the Annual Report (including annual audited financial statements and other reports contained therein) to the Members of the Company through QR enabled code and weblink in accordance with S.R.O. 389(3)2023 dated March 21, 2023.