

NOTICE OF 10th EXTRA ORDINARY GENERAL MEETING

Notice is hereby given that an 10th Extra Ordinary General Meeting of Capital Assets Leasing Corporation Limited (the "Company") will be held on Friday 26th June 2020 at 03:30 p.m. through video-link arrangement, at D-131/A, Block 4, Clifton Karachi, to transact the following business:

1. To confirm and approve the minutes of 27th Annual General Meeting of the shareholders held on Monday 28th October 2019.
2. To elect 07 (Seven) Director of the Company as fixed by the Board of Director in their Meeting held on April 29, 2020 in accordance with section 159 of the Companies Act, 2017 for a period of three years commencing from July 01, 2020. The retiring directors are Mr. Saad Saeed Faruqui, Mr. Azam Adnan Khan, Mr. Shahrukh Saeed Faruqui, Mr. Brig (R) Yasub Ali Dogar, Mr. Tahir Sohail and Ms. Sana Shahzad.
3. To transact any other business with permission of the Chair.

Karachi: June 05, 2020

**By the Order of the Board
Shomaila Siddiqui
Company Secretary**

Notes:

1. In line with the relaxation allowed by SECP under Circular No. 10 of 2020 dated 1st April 2020 and due to Covid-19 restrictions, the Company will be unable to send copies of this Notice of EOGM through post to its members. However, the Notice along with proxy form is available on the Company's website: www.calcorp.com.pk and has been sent to the PSX via PUCARS.
2. To participate in the EOGM through video-link, members are requested to get their particulars (i.e., Name/Folio No./CNIC No./Mobile No./email address) registered by sending email to calcorp@optimus.com.pk at least 48 hours before the time of EOGM. The Company will provide a video link via email to registered members, after necessary verification. Members can also provide comments/suggestions for the agenda of the EOGM via email as mentioned above and/or WhatsApp # 0333-2104209.
3. The Share Transfer Books of the Company will remain closed from June 20, 2020 to June 26, 2020 (both days inclusive). Transfers received in order at the office of our Shares Registrar, F.D Registrar Services (SMC-PVT) Limited, 17th Floor, Saima Trade Tower-A, I.I Chundrigar Road. Karachi, by the close of business on 19th June 2020, will be treated in time to attend the EOGM.
4. Any person who seeks to contest the election to the office of Director, whether he/she is a retiring director or otherwise, shall file the following documents with the Company at its Registered office situated at D-131/A, Block 4, Clifton Karachi or through email at calcorp@optimus.com.pk not later than 14 (fourteen) days before meeting:
 - (a) Notice of his / her intention to offer himself / herself for the election to the office of Director under Section 159 (3) of the Companies Act, 2017;
 - (b) Consent to act as Director in Form 28 as prescribed under the Companies (General Provisions & Forms) Regulations, 2018;
 - (c) Detailed profile along with his / her official address
 - (d) Declaration in respect of being compliant with the requirements of the Listed Companies (Code of Corporate Governance) Regulations, 2019 and the criteria as set out in Section 153 of the Companies Act, 2017, to act as director of a listed company;
 - (e) Declaration by Independent Director(s) under Clause 6 (3) of the Listed Companies (Code of Corporate Governance) Regulations, 2019;
 - (f) Undertaking by Independent Director on non-judicial stamp paper that he / she meets the requirements of sub-regulation (1) of Regulation 4 of the Companies (Manner and Selection of Independent Directors) Regulations, 2018;
 - (g) Attested copy of valid CNIC / Passport and NTN;
5. A member entitled to attend and vote may appoint another member as his /her proxy to attend and vote instead of him / her. Proxies must be received at the Registered Office of the Company or through email at calcorp@optimus.com.pk not less than 48 hours before the time of the Meeting.

CDC Account Holders will further have to follow the under mentioned guidelines as laid down in Circular 1 dated 26th January 2000 issued by the Securities and Exchange Commission of Pakistan.

(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 the Regulation, shall authenticate his / her identity by showing his / her original CNIC or original passport at the time of attending the Meeting.
- (ii) In case of corporate entity, the Board of Directors' resolution / power of attorney with 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 and their registration details are uploaded as per the Regulations, shall submit the proxy form as per the above requirement.
- (ii) The proxy form shall be witnessed by two persons whose names, addresses and CNIC numbers shall be mentioned on the form.
- (iii) Attested copies of CNIC or the passport of the 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.
- (v) In case of corporate entity, the Board of Directors resolution / power of attorney with specimen signature shall be submitted (unless it has been provided earlier) along with proxy to the Company.

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

The Company is required to have Independent Directors on its Board in accordance with the requirements of Listed Companies (Code of Corporate Governance) Regulations, 2019. Independent Directors will be elected through the process of election of directors in terms of section 159 of the Companies Act, 2017 and they shall meet the criteria laid down under section 166 (2) of the Act.