

**NOTICE OF  
ANNUAL GENERAL MEETING**



*Pak Leather Crafts Limited*

# *Pak Leather Crafts Limited*

REGISTERED OFFICE : Plot 18, Sector 7 - A, Korangi Industrial Area, Karachi  
Website: [www.pakleather.com](http://www.pakleather.com)

## **NOTICE OF ANNUAL GENERAL MEETING**

Notice is hereby given that 37th Annual General Meeting of Pak Leather Crafts Limited will be held on October 28, 2024 at 6.00 PM at Plot No. 9, Sector 59, Malir Development Authority, Taiser Town Karachi to transact the following business:

### **ORDINARY BUSINESS:**

1. To confirm minutes of the 36th Annual General Meeting held on October 28, 2023.
2. To receive, consider and adopt the audited financial statements of the Company for the year ended June 30, 2024 together with the Chairman's Review, Directors' and Auditors' Reports thereon.

In accordance with Section 223 of the Companies Act, 2017, and pursuant to S.R.O. 389(I)/2023 dated March 21, 2023, the financial statements of the Company have been uploaded on the website of the Company which can be downloaded from the following web link and QR enabled code:

Weblink:  
[www.pakleather.com](http://www.pakleather.com)



3. To appoint auditors and fix their remuneration for the year ending June 30, 2025. Retiring auditors being eligible have offered for reappointment.

### **SPECIAL BUSINESS:**

4. **To consider and approve the strategic decision for revival of the Company by diversification of business and / or by disposal of land and building etc to generate sufficient working capital for uninterrupted business operations in the rented premises.**

Following resolution(s) to be passed, if thought fit as special resolution(s) with or without any modification, under section 183 (3) of the Companies Act, 2017:

**"Resolved that** business revival strategy, including but not limited to downsizing the operations, diversifying to other manufacturing line of business, warehousing and supply chain management etc. be and is hereby approved.

**Further resolved that** the Company's assets located at Plot 18, Sector 7-A, Korangi Industrial Area, Karachi, comprising of leasehold land, building on leasehold land and Plant and Machinery("Assets") be disposed of and approval is hereby granted.

**Further resolved that** simultaneously with the disposal of "Assets", enter into a Lease/Rental Agreement with the prospective Purchaser of the said property for a portion of the factory building on such terms and conditions as the management may consider appropriate for the continuation of uninterrupted business/manufacturing activities of the Company or get some other appropriate place on rent . This will be a shift from its business model for manufacturing on owned factory facility to a lease/rental model manufacturing facility.

**Further resolved that** necessary alterations in the Memorandum and Articles of Association be and are hereby approved for the above said purposes.

**Further resolved that** Mr. Saleem Ahmed, Chief Executive Officer of the Company, be and is hereby singly authorized to negotiate the deals, appoint the valuator, advisors and to execute the documents for regulatory approvals, for the purposes as resolved above."

**The statement of material facts under section 134(3) concerning the special business, is being circulated to the shareholders along with this notice of annual general meeting.**

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

By order of the Board

**Naseer Ahmed**  
Company Secretary

October 04, 2024

**NOTES:**

- A. The share transfer books of the Company will remain closed from 20-10-2024 to 28-10-2024 (both days inclusive) and no transfer will be accepted during this period.
- B. Transfers received, complete in all respect by the Shares Registrar, M/s. JWAFS Registrar Services (Pvt) Ltd, 407-408, Al Ameera Centre, Shahrah-e-Iraq, Karachi by the close of business on 19-10-2024 will be considered in time for the purpose of attending and voting at the meeting.
- C. Participation in the AGM proceeding via video conferencing facility shall be made available by the Company. All Shareholders/Members interested in attending the AGM, either physically or through video-conferencing facility are requested to register their Name, Folio Number, Cell Number, CNIC / Passport number at [export1@pakleather.com](mailto:export1@pakleather.com). Video link and login credentials will be shared with only those shareholders whose registration are received at least 48 hours before the time of AGM.
- D. A member entitled to attend and vote at this meeting may appoint another person as his/her proxy to attend the meeting and vote for him/her. Proxies in order to be effective must be received at the Registered Office of the Company duly stamped and signed not less than 48 hours before the meeting.
- E. Shareholders of the Company whose shares are registered in their account/sub-account with Central Depository System (CDS) are requested to bring original CNIC along with account number in CDS and participant's ID number for verification. In case of appointment of proxy by such account holders and sub-account holders the guidelines laid down in Circular No. 1 dated January 26, 2000 issued by the Securities & Exchange Commission of Pakistan shall be followed.

**F. Consent for Video Conference Facility:**

As per Companies Act, 2017, if the Company receives consent from members holding in aggregate 10% or more shareholding residing at a geographical location, to participate in the Annual General Meeting (AGM) through video conference at least seven days prior to the date of AGM, the Company will arrange a video conference facility in that city subject to availability of such facility in that city.

The Company will intimate members regarding the video conference facility venue at least 5 days before the date of the AGM along with the complete information needed to access the facility.

**G. Transmission of Annual Financial Statements through email**

The financial statements of the Company for the year ended June 30, 2024 along with reports and notice of meeting have been placed at the website of the Company.

The Securities and Exchange Commission of Pakistan vide SRO 787(1)/2014 dated September 08, 2014 has allowed companies to circulate annual balance sheet, profit & loss account, auditors' and directors' reports along with notice of annual general meeting to its members through e-mail. Members who wish to avail this facility can give their consent.

H. Members are requested to provide their International Banking Account Number (IBAN) together with a copy of the Computerized National Identity Card (CNIC) to update our records. In case of non-submission all future dividend payments may be withheld.

I. As per section 72 of the Companies Act, 2017, every company is required to replace its physical shares with book entry form within a period not exceeding four years from the commencement of the Companies Act, 2017 i.e. May 30, 2017.

J. The Securities & Exchange Commission of Pakistan through its circular # CSD/ED/Misc./2016-639-640 dated March 26, 2021 has advised the listed Companies to pursue their such members who still hold shares in physical form, to convert their shares into book-entry form.

The shareholder having physical shareholding are accordingly encouraged to open their account with Investor Accounts Services of CDC or sub-account with any of the brokers and convert their physical shares into scrip less form. This will facilitate the shareholders in many ways, including safe custody and sale of shares, any time they want, as the trading of physical shares is not permitted as per existing regulation of the Pakistan Stock Exchange Limited.

K. Shareholders who have not yet collected their dividend/physical shares are advised to contact our Share Registrar to collect/enquire about their unclaimed dividend or shares. Please note that in compliance with Section 244 of the Companies Act, 2017, after having completed the stipulated procedure, all dividends unclaimed for a period of three (3) years from the date due and payable shall be deposited to the credit of the Federal Government and in case of Shares, shall be delivered to the Securities & Exchange Commission of Pakistan.

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

In view of the current status of the Company, the board of directors in its meeting held on October 04, 2024 concluded the opinion that the leather industry having Company's line of production has not remained a viable business. Company's exports are declining year after year and accordingly, production is curtailed. Present size of operations are not advisable on the current fixed cost in this large factory building of 72,000 sq feet constructed on 2,666.66 sq yards of land. Resultantly, the Company is continuously incurring losses. Following strategic decisions for the revival of the company was approved by the board subject to compliance of corporate formalities, regulatory and shareholders' approval under section 134 and 183 (3) of the Companies Act, 2017.

- (i) Down size the present operations, diversify to other manufacturing business, warehousing, supply chain management or any other line of business deemed appropriate by the board of the directors of the company.
- (ii) On approval of the revival strategy, The Board also analyzed an option of disposal of the Company's assets located at Plot 18, Sector 7-A, Korangi Industrial Area, Karachi, comprising of leasehold land, building on leasehold land and Plant and Machinery (Assets). Accordingly, the Board unanimously approved the disposal of Assets under the powers conferred to the Board subject to the relevant provisions of section 183 (3) (a) of the Act.
- (iii) The Board of Directors in the same meeting also authorized to simultaneously enter into a Lease/Rental Agreement with the prospective Purchaser of the said property, for a portion of the factory building for the continuation of uninterrupted business/manufacturing activities of the Company. This will be a shift from its business model for manufacturing on owned factory facility to a lease/rental model manufacturing facility.
- (iv) Appropriate alterations in the principle line of business, including amendment in Memorandum & Articles of Association of the Company, to be made.
- (v) The Board of Directors authorized singly Mr. M. Saleem Ahmed CEO/ Director of the Company to appoint legal advisor, valuers and to fulfill the legal formalities and the execution of documents with the concerned authorities to complete the transactions as described above.

The Board also authorized the CEO / Director to negotiate the price (s), keeping in view fair market value to be estimated by any one of leading valuation firms in Pakistan. The transaction shall be subject to final approval of sale price and other terms and conditions of the transaction, by the Board.

- (vi) The Board accordingly directed to put the above business as Special Business in the forthcoming annual general meeting of the Company to seek approval of members for the (i) approval of the revival strategy, (ii) disposal of Assets,(iii) amendment in Memorandum and Articles of Association, as the case maybe.

Benefits expected to accrue to the company and shareholders:

- 1) Company's operation may become viable and profitable, resulting capital gain on shareholding.
- 2) Consideration of disposal of the surplus assets will be used to pay off the long term outstanding loans, including the sponsors' and associates' loans and to overcome shortage of working capital.

- 3) Gain on disposal of immovable assets will be available to offset the accumulated losses. This will facilitate payment of dividend to shareholders, in future as per decision of the board of directors.

Interest of directors directly or indirectly:

No director is interested, directly or indirectly in the above business except to the extent to his shareholding.

## PROXY FORM



I/We \_\_\_\_\_  
\_\_\_\_\_ of \_\_\_\_\_

being member (s) of Pak Leather Crafts Limited and a holder of ordinary shares, hereby appoint \_\_\_\_\_ of \_\_\_\_\_ who is also a member of the company vide Folio No. \_\_\_\_\_ as my/our proxy to attend and vote for me/us and on my/our behalf at the 37th Annual General Meeting of the Company to be held on Monday 28th October 2024 at 06:00 p.m.or at any adjournment thereof.

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2024

\_\_\_\_\_  
Signature of Witness

Please affix  
Revenue Stamp  
& Signature

Shareholder's Folio No. \_\_\_\_\_ Number of Shares held \_\_\_\_\_

### IMPORTANT :

1. A member entitled to attend and vote at a General Meeting is entitled to appoint a proxy to attend and vote instead of him/her. No person shall act as a proxy, who is not a member of the company except that a company may appoint a person who is not a member.
2. An instrument of proxy duly stamped, and witnessed and the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power or authority, in order to be valid, must be deposited at the registered office of the Company at least 48 hours before the time of the meeting.
3. Signature should agree with the specimen signature registered with the Company.
4. If a member appoints more than one proxy and more than one instrument of proxy are deposited by a member with the company, all such instrument of proxy shall be rendered invalid

#### FOR CDC ACCOUNT HOLDERS/CORPORATE ENTITIES:

In addition to the above the following requirements have to be met:

The Proxy form shall be witnessed by two persons whose names, addresses and CNIC numbers shall be mentioned on the form.

Attested copies of CNIC or the passport of the beneficial owners and the proxy shall be furnished with the proxy form.

The proxy shall produce his original CNIC or original passport at the time of the meeting.

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) alongwith proxy form of the Company.



## پراکسی فارم

سالانہ اجلاس عام

میں/ہم

بجائیت رکن پاک لیدر کرافٹس لمیٹڈ وحامل

عام حصص برطانیق شیئرز رجسٹرڈ فولیو نمبر اور/یا سی ڈی سی کے شراکتی آئی ڈی نمبر

اور ذیلی کھاتہ نمبر محترم/محترمہ ساکن

یا بصورت دیگر ساکن

کواچی/ہماری جگہ بروز پیر، مورخہ 28 اکتوبر، 2024، بوقت 6:00 بجے میں منعقد یا ملتوی ہونے والے 37 واں سالانہ اجلاس عام میں شرکت، رائے دہندگی کے لیے اپنا نمائندہ مقرر کرنا/کرتی/کرتے ہوں/ہیں۔

دستخط مورخہ برائے ماہ و سال شہیت ہیں۔

گواہ:

دستخط

نام

پتہ

شناختی کارڈ نمبر:

(نکٹ یہاں چسپاں کریں)

اور دستخط کریں

شیئرز ہولڈرز کا فولیو نمبر حامل شیئرز کی تعداد

نوٹ:

- 1- اگر کوئی ممبر عام اجلاس میں شرکت کرنے سے قاصر ہو تو وہ کسی دوسرے ممبر کو اپنا پراکسی مقرر کر سکتا ہے۔ جو شخص کمپنی کا ممبر نہ ہو وہ بطور پراکسی کام نہیں کر سکتا سوائے اس کے کہ کمپنی کسی ایسے شخص کا تقرر کرے جو ممبر نہ ہو۔
- 2- پراکسی دستاویز تصدیق شدہ ہونے چاہئیں اور اس کے ساتھ پاور آف اٹارنی یا دیگر اتھارٹی (اگر کوئی ہو) کی مصدقہ کاپی کمپنی کی سینٹنگ کے وقت سے کم از کم 48 گھنٹے قبل رجسٹرڈ آفس میں جمع کرانا ضروری ہے۔
- 3- دستخط کمپنی کے پاس رجسٹرڈ شدہ نمونہ کے مطابق ہونے چاہئیں۔
- 4- اگر کوئی ممبر ایک سے زیادہ پراکسی کا تقرر کرتا ہے سادہ پراکسی کے اک سے زیادہ انسٹرومنٹ کمپنی کے پاس جمع کرائے جاتے ہیں تو پراکسی کے ایسے تمام انسٹرومنٹ کو غلط قرار دیا جائے گا۔

سی ڈی سی اکاؤنٹ ہولڈرز کا رپورٹ ادارے کیلئے:

مندرجہ بالا کے علاوہ درج ذیل ضروریات کو پورا کرنا ضروری ہے:-

پراکسی فارم پردہ گواہان کے نام، پتے اور شناختی کارڈ نمبر درج ہوں گے۔

پراکسی کے شناختی کارڈ یا پاسپورٹ کی تصدیق شدہ کاپیاں پراکسی فارم کے ساتھ جمع کرائی جائیں گی۔

اجلاس کے وقت پراکسی اپنا اصل شناختی کارڈ یا اصل پاسپورٹ پیش کرے گا۔

کارپوریت ادارے کی صورت میں، بورڈ آف ڈائریکٹرز کا ریڈولیشن/پاور آف اٹارنی نمونہ دستخط کے ساتھ کمپنی کے پراکسی فارم کے ساتھ جمع کرایا جائے گا (اگر یہ پہلے فراہم نہ کیا گیا ہو)۔