

Crescent Bahuman Limited
Notice of Annual General Meeting

Notice is hereby given that the 27th Annual General Meeting of the shareholders of Crescent Bahuman Limited will be held on Thursday November 07, 2019 at 10:00 am at Registered Office, 45-A Off Zafar Ali Road, Gulberg-V, Lahore to transact the following business:-

Ordinary Business

1. To receive, consider and adopt the Audited Financial Statements of the Company for the year ended June 30, 2019 together with the Directors' and Auditors' Reports thereon.
2. To appoint Auditors of the company and fix their remuneration. The members are hereby given the notice that the Board of Directors has recommended the reappointment of M/s Riaz Ahmad & Company, Chartered Accountants as auditors of the company.
3. **Special Business:**
To consider increase in the authorized share capital of the Company from Rs. 4,100,000,000 to Rs. 6,500,000,000 and to substitute Clause V of the Memorandum of Association of the Company by passing the resolution proposed in the statement under Section 134(3) of the Companies Act, 2017 as a special resolution, with or without modification, addition or deletion, subject to requisite permission(s):
4. To sanction the holding of office of profit under the Company by working directors.

Attached to this Notice circulated to the members, is the statement of material facts covering the special business and proposed resolutions to be passed as special resolutions, as required under Section 134(3) of the Companies Act, 2017.

By Order Of The Board

Muhammad Attiq ur Rehman
Company Secretary

Registered Office:

45-A, Off Zafar Ali Road, Gulberg-V, Lahore:

T: +92-042-111-245-245

F: +92-042-111-222-245

Dated: October 15, 2019

NOTES:

1. The Members' Register will remain closed from November 01, 2019 to November 07, 2019 (both days inclusive). Physical transfers received at the Registered Office of the company by the close of business on October 31, 2019 will be treated in time for the purposes of entitlement to attend, speak and vote at the AGM.

2. A member eligible to attend and vote at this meeting may appoint another member as proxy to attend and vote in the meeting. Proxies in order to be effective must be received by the company at the Registered Office not later than 48 hours before the time for holding the meeting. A proxy must be a member of the company. Proxy Form in English and Urdu languages is attached herewith.
3. Shareholders are requested to immediately notify the change in address, if any.

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

This statement sets out the material facts concerning the special business to be transacted at the Annual General Meeting of the Company.

Increase in Authorized Share Capital

At present the authorized share capital of the Company is Rs. 4,100,000,000 (Rupees four billion one hundred million only) divided into 140,000,000 (one hundred forty million) ordinary shares and 270,000,000 (two hundred seventy million) preference shares of Rupees 10 each (ten only). In order to cater for issue of non-voting ordinary shares in conversion of preference shares as per terms and conditions approved by the SECP and for future issue of shares, the share capital needs to be enhanced. The Board of Directors of the Company, therefore, has recommended increase in the authorized share capital of the Company from Rs. 4,100,000,000/- (Rupees four billion one hundred million only) to Rs. 6,500,000,000. The Board of Directors have also recommended to substitute the Clause V of Memorandum of Association to reflect the proposed increase in authorized share capital of the Company. The following resolutions are proposed to be passed as special resolutions.

“Resolved that the Authorized Share Capital of the Company be and is hereby increased from Rs. 4,100,000,000 to Rs 6,500,000,000 divided into 650,000,000 ordinary (Voting/Non-Voting) ordinary shares / Preference Shares of Rs. 10 each.

Resolved further that the existing Clause V of the Memorandum of Association of the Company be and is hereby substituted as under:

- V. **SHARE CAPITAL:** The authorized share capital of the Company is Rupees 6,500,000,000 (Rupees six billion five hundred million only) divided into 650,000,000 ordinary shares of Rs 10 each (ten only) which may be utilized to issue Ordinary shares (voting and non-voting)/ Preference Shares as the Board of Directors of the Company may decide from time to time in accordance with the Companies Act 2017 and the rules and regulations made by the SECP from time to time. The Ordinary Shares (Voting/Non-Voting) / Preference Shares will carry such rights and subject to such conditions as provided in the Articles Association of the Company or as decided by the members of the Company. The Company shall have power to increase or reduce the capital and to divide the shares in the capital for the time being into several classes in accordance with the provisions of the Companies Act, 2017 and any rules and regulations made thereunder, 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 Companies Act, 2017 and 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 Companies Act, 2017 and the Articles of Association of the Company.”

Resolved further that the Authorized Share Capital of Rs. 6,500,000,000 be utilized to issue voting and /or non-voting Ordinary / Preference Shares of PKR. 10 each as the Board of Directors of the Company may decide from time to time in accordance with the applicable law/decision of the members of the Company.

Resolved further that the Chief Executive of the Company, Chief Financial Officer and the Company Secretary be and are singly / jointly authorized to take all necessary steps and decisions to obtain all approvals required, if any and to sign, execute and deliver and file all requisite document to the relevant authorities in this regard and to affix common seal of the Company on such document (s) / share certificates of title to the shareholders as may be deemed necessary.

Resolved further that the aforesaid alteration in the Memorandum of Association of the Company shall be subject to any amendment, modification, addition or deletion as may be suggested by the Registrar/SECP and any such alterations or amendments shall be effective and treated as approved by the shareholders and deemed to be part and parcel of this resolution without the need for any fresh approval of the members in the general meeting.”

Reasons for alteration in authorized share capital

Alteration of authorized share capital is being proposed to enhance the existing authorized capital in order to allow issue of non-voting shares on conversion of preference shares and to accommodate future increase in share capital.

Availability of Relevant Documents

A copy each of the existing and amended Memorandum and Articles of Association indicating the proposed amendments and the documents pertaining to proposed special resolutions are available for inspection at the registered office of the Company from 9.00 a.m. to 5.00 p.m. on any working day, up to the last working day before the date of the Annual General Meeting. The same shall also be available for inspection by the members in the AGM.

Directors interest

The Directors are not interested in the aforesaid amendments of Memorandum except to the extent of their directorships / shareholding in the companies/other companies where they are directors and/or shareholders.

Statement of the Board of Directors

We, the members of the Board of Directors of Crescent Bahuman Limited (the "Company") hereby confirm that the proposed amendments/alterations in the Memorandum of Association of the Company are in line with the applicable laws and regulatory framework.

Holding of office of profit by the Executive Director

The approval of members is being sought for holding of office of profit by working directors Mr. Rizwan Safi, Mr. Shoaib Shafi and Mr. Jahanzeb Shafi

Some of the directors and their relatives are interested in the proposed business to the extent of payment of remuneration and entitlement to other benefits associated with this position. For this purpose, the following resolution is proposed to be passed as an ordinary resolution, with or without any modification, addition or deletion:

“Resolved That sanction be and is hereby granted for holding and continuing to hold an office of profit under the Company by working directors Mr. Rizwan Safi, Mr. Shoaib Shafi and Mr. Jahanzeb Shafi on the terms and conditions determined by the Board of Directors of the Company and that they be paid by way of remuneration including allowances, perquisites and retirement benefits, such sums as the Directors may determine”.