

LOADS LIMITED

Notice of Extraordinary General Meeting

Notice is hereby given that an Extraordinary General Meeting of Loads Limited will be held on Thursday, May 2, 2019 at 11:00 a.m. at the Auditorium of the Institute of Chartered Accountants of Pakistan (ICAP), Chartered Accountants Avenue, Clifton, Karachi, to transact the following business:

Ordinary Business
To confirm the minutes of the 30th Annual General Meeting of the Company held on October 20, 2018.

Special Business
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 Loads Limited (the "Company") be and is hereby accorded in terms of Section 199 of the Companies Act, 2017 (Regulation No. 57) of Companies (Investment in Associated Companies or Associated Undertakings) Regulations 2017 and subject to the compliance with all statutory and legal requirements, for investment up to PKR 4,000,000/- (Rupees Four Million Only) in the following manner, having subordinated undertakings, in the form of capital requirements, varying capital structure of periods every year starting from the date approved by Shareholders:

Name of the Shareholder	Loan	Corporate Guarantees	Total Investment in Associated Companies
Hi-Tech Alloy Wheels Limited (HAWL)	4,000,000,000/-	3,500,000,000/-	7,500,000,000/-
Specialized Auto-parts Industries (Private) Limited (SAIL)	300,000,000/-		300,000,000/-
Specialized Auto-parts Industries (Private) Limited (SAIL)	150,000,000/-		150,000,000/-
Specialized Auto-parts Industries (Private) Limited (SAIL)			30,000,000/-

FURTHER RESOLVED THAT approval of the shareholders of Loads Limited (the "Company") be and is hereby accorded in terms of Section 199 of the Companies Act, 2017 (Regulation No. 57) of Companies (Investment in Associated Companies or Associated Undertakings) Regulations 2017 and subject to the compliance with all statutory and legal requirements, to give corporate guarantees up to and to amount to an undischarged financial liability for spending of votes and credits and purchases in the household/industrial on behalf of the shareholders.

FURTHER RESOLVED THAT the resolution shall be valid for one year starting from the date approved by shareholders and the Chief Executive and the Chief Financial Officer and/or any other officer of the Company be and is hereby authorized and authorized to undertake the decision of such investment and as 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 case, matters, debts and things as may be necessary or expedient for the purpose of implementing the aforesaid resolution.

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

By Order of the Board
Rafiq Saleem
Chairman

April 11, 2019
Karachi

NOTES:
1. The Share Transfer Books of the Company will remain closed from April 23, 2019 to May 2, 2019 (both days inclusive).

2. Only those persons, whose names appear in the register of members of the Company as on April 23, 2019, are entitled to attend, participate in, and vote at the Extraordinary General Meeting.

3. A member of the Company entitled to attend and vote at the meeting shall be his/her proxy and attend and vote in his/her stead. The instrument appointing proxy must be received at the registered office of the Company not less than 48 hours before the time for holding the meeting.

4. An instrument of proxy given provided with this notice.

5. Members are requested to immediately notify the Company's Share Registrar, M/s. Central Depository Company of Pakistan Limited of any change in their registered address.

6. CDC cannot assume any responsibility for the following problems to be held by the Securities and Exchange Commission of Pakistan.

7. Pursuant to SEC's Circular No. 10 dated 21 May 2014, if the Company receives comment from members holding at least 1% of net shareholding residing in geographical location, to participate in the meeting through video conferencing at least 10 days prior to the date of the meeting, the Company will arrange video conferencing facility at its city subject to availability of such facility in that city. In this regard please refer the following and submit to registered address of the Company at least 10 days before the date of EGM.

19% of _____ of _____ being member(s) of Loads Limited Karachi. Ordinary shares as per Registrar File No. _____ hereby opt for video conferencing facility.

For Attending the Meeting:

In case of individuals, the account holder or sub-account holder and their registration details are updated as per CDC regulations, shall authenticate his/her identity by showing his/her original Computer National Identity Card (CNIC) or original passport at the time of attending the meeting and.

In case of corporate entities, the board of directors (entity) (power of attorney with specimen signature of the nominee) shall be produced at the time of the meeting.

For appointing proxies:

In case of individuals, the account holder or sub-account holder and their registration details are updated as per CDC regulations, shall submit the proxy form as per the above requirements.

The proxy form shall be witnessed by two persons whose names, addresses, and account details shall be mentioned on the form.

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

The proxy shall specify his/her original CNIC or original passport at the time of the meeting and.

In case of corporate entities, the board of directors (entity) (power of attorney with specimen signature of the person nominated to represent and vote on behalf of the corporate entity) shall be submitted along with the proxy form to the Company.

STATEDMENT UNDER SECTION 199 OF THE COMPANIES ACT, 2017

This statement on the matters to be considered at the Special Business held at Karachi will be transmitted at the Extraordinary General Meeting of the Company to be held on May 2, 2019.

Agenda Item no. 2: Investment in Associated Companies

The information required to be attached to the Notice by the Companies (Investment in Associated Companies or Associated Undertakings) Regulations 2017 (Notification No. SMD 023/2017) dated December 6, 2017 is set out below:

Hi-Tech Alloy Wheels Limited

S.No. Requirement

Information Required

1. Name of the associated company or associated undertaking

2. Basis of relationship

3. Earning (Loss) per Share for last three years

4. Break-up value per share

5. Financial position as per Financial Statement for the year ended 30 June 2018.

6. Investment in associated company or associated undertaking by the company in the registered office.

7. Purpose, benefits and period of investment.

8. Sources of funds to be utilized for investment and where the investment is intended to be used using borrowed funds.

9. Solvent financial of the agreement(s), if any, entered into with its associated company or associated undertaking with regard to the proposed investment.

10. Director of indirect interest of directors, spouses, majority shareholders and their relatives, if any, in the associated company or associated undertaking has already been made, the performance review of each investment including company information (justification for any investment or write-offs).

11. Any other important detail necessary for the members to understand the transactions.

12. Category-wise amount of investment.

13. Average borrowing cost of the investing company, the Karachi Inter Bank Offered Rate (KIBOR) for the relevant period, rate of return for Sharada Capital products and rate of return for arbitrated facilities, in the case may be, for relevant period.

14. Rate of interest charged, mark-up, loss or commission etc., to be charged by investing company.

15. Particulars of collateral or security to be obtained in relation to the proposed investment.

16. If the investment carries conversion feature (i.e. it is convertible into securities), then the following details shall be provided in addition to the above information, circumstances in which the conversion may take place and the time when the conversion may be exercisable, and.

17. Represent schedule and terms and conditions of loans or advances to be given to the associated company or associated undertaking.

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