

# NOTICE OF THE 29<sup>th</sup> ANNUAL GENERAL MEETING OF CALCORP LIMITED

Notice is hereby given that the 29th Annual General Meeting of CALCORP Limited (formerly Capital Assets Leasing Corporation Limited) (the "Company") will be held on Monday, October 25, 2021 at 2:30 pm through video link facility at C-18, Block 4, Clifton, Karachi to conduct the following business:

## Ordinary Business:

- To confirm the minutes of the 11th Extra Ordinary General Meeting of the Company held on Friday, May 3, 2021.
- To receive, consider and adopt the Audited Financial Statements together with the Director's Report and Auditor's Report and Director's Review Report of the Company for the year ended June 30, 2021.
- To appoint the external auditors for the next financial year ending June 30, 2022 and to fix their remuneration. The present auditors, M/s Baker Tilly Mehmood Idrees Qamar, Chartered Accountants, retire and being eligible, offer themselves for re-appointment.

## Special Business:

- To ratify and approve the transactions conducted with Related Parties for the year ended June 30, 2021 by passing the following special resolution with or without modification:

"Resolved that the transactions conducted with the Related Parties as disclosed in Note 29 of the financial statements for the year ended June 30, 2021 and specified in the Statement of Material Information under Section 134 (3) of the Companies Act, 2017 be and are hereby ratified, approved and confirmed".

- To authorize the Board of Directors of the Company to approve transactions with the Related parties for the financial year ending June 30, 2022 by passing the following resolutions with or without modification:

"Resolved that the Board of Directors of the Company be and hereby authorized to approve the transactions to be conducted with Related Parties on a case-to-case basis for the financial year ending June 30, 2022"

"Resolved further that these transactions by the Board shall be deemed to have been approved by the shareholders and shall be placed before the shareholders in the next Annual General Meeting for their formal ratification / approval."

**Karachi: September 27, 2021**

**By the Order of the Board  
Hammad Ullah Khan  
Company Secretary**

## Notes:

- The share transfer books of the Company will remain closed from October 18, 2021 to October 25, 2021 (both days inclusive). Transfers received by the Company's share registrar, M/s F.D. Registrar Services (Private) Limited, 17th Floor, Saima Trade Tower-A, I.I Chundrigar Road, Karachi by the close of business on October 17, 2021 will be considered in time to attend and vote at the meeting.
- To participate in the AGM through video-link arrangement, members are requested to send their name, CNIC number, folio/CDC account number, cell number and e-mail ID for identification purposes by e-mail to cosec@calcorp.com.pk.
- A member eligible to attend, speak and vote at this meeting may appoint another member as his/her proxy to attend, speak and vote instead of him/her. CDC beneficial owners and Proxy Holders must email (colour scanned copy) their CNIC/passport to provide their identity. In case of Proxy, CDC beneficial owners and Proxy Holders must enclose an attested copy of their CNIC/passport with the proxy form. Proxies must be received at the registered office of the Company or through e-mail at cosec@calcorp.com.pk not less than 48 hours prior to the time of the meeting.
- In the case of a corporate entity, a resolution of the Board of Directors / power of attorney with a specimen signature of the nominee should be attached with the proxy form or may be provided at the time of the meeting.
- Members who have not yet submitted a photocopy of their CNIC / passport are requested to send the same to the share registrar of the company at the earliest.
- Per Section 72 of the Companies Act, 2017 every existing listed company shall be required to replace its physical shares with book-entry form in a manner as may be specified and from the date notified by the Commission. Shareholders having physical shareholding are encouraged to open a CDC sub - account with any of the brokers or an Investor Account directly with CDC to place their physical shares into scrip less form, this will facilitate them 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 regulations of the Pakistan Stock Exchange.

## Statement of Material Facts Under Section 134 (3) of the Companies Act, 2017

This statement sets out material facts pertaining to the special business to be transacted at the Annual General Meeting of the Company to be held on October 25, 2021.

## Agenda Item No.4

All transactions with related parties to be ratified have been disclosed in Note 29 to the financial statements for year ended June 30, 2021. Party-wise details of such related party transactions are given below:

Related Party	Nature of relationship	Nature of transaction	2021	2020
			Rupees	
Optimus Limited	Parent Company	Rental services rendered	52,413,006	74,493,984
		Management services received	1,855,000	2,897,500
		Vehicle maintenance service received	9,503,719	11,140,620
		Purchase of motor vehicles	-	3,496,500
		Sale of motor vehicles	57,923,000	53,008,500
		Expense paid on behalf of Company	9,675,303	8,730,746
Mustang Eye (Pvt) Limited	Associated Company	Tracker service	589,000	633,000
Staff Provident Fund	Associated Company	Contribution to staff provident fund	88,829	74,322

The Company carries out transactions per the approved policy with respect to transactions with related parties in the normal course of business. Transactions entered into with related parties require the approval of the Board Audit Committee, which recommends the transaction to the Board of Directors for approval.

The nature of relationship with these related parties has also been indicated in the financial statements for the year ended June 30, 2021. The Directors are interested in the related party transaction only to the extent of their shareholding and common directorship in such related parties.