



**NOTICE OF THE 9TH EXTRAORDINARY GENERAL MEETING
OF MEMBERS OF
SALAAM TAKAFUL LIMITED**

Notice is hereby given that the 9th Extraordinary General Meeting of the members of Salaam Takaful Limited ('the Company') shall be held on Friday, May 20th, 2022 at 11:00 AM via Zoom Videoconferencing to transact the following business:

Ordinary Business:

- 1) To confirm minutes of 16th Annual General Meeting held on April 26th, 2022.
- 2) To transact such other ordinary business as may be placed before the meeting with the permission of the Chair.

Special Business:

- 3) To consider and, if thought fit, pass the following Special Resolutions, with or without modifications, to approve the Further Issuance of Shares by Way of Other Than Rights (other than by way of right issue) @ Rs. 6.65 per share being breakup value per share based on latest available Audited Financial Statements for the year ended 31st December 2021.

“RESOLVED THAT, Salaam Takaful Limited (“the Company”) is issuing shares for the purpose of Further issuance of up to 53,944,736 Ordinary Shares by Way of Other Than Rights_of up to Rs. 358,732,497 (based on the final consent of the participating shareholders) at issuance price of Rs.6.65 per share being breakup value per share at discount of Rs.3.35 per share (in consideration of combination of by way of cash and in kind) based on latest Audited Financial Statements for the year ended 31st December 2021 to all shareholders in proportion to each shareholder’s present shareholding percentage which Ordinary Shares shall be issued other than by way of rights in accordance with Sections 82 and 83(1)(b) of the Companies Act, 2017 and shall further be subject to approval of the Securities and Exchange Commission of Pakistan.

RESOLVED FURTHER THAT the shares when issued shall from the date of their allotment, rank pari passu in all respects with the existing fully paid Ordinary Shares.

RESOLVED FURTHER THAT the Managing Director & Chief Executive Officer, Chief Financial Officer, and Company Secretary of the Company be and are hereby authorized jointly (any two of them acting jointly) to complete any/all the necessary corporate and regulatory formalities and take all necessary steps, sign all documents/agreements in respect of the above, including but not limited to filing of application with the Securities and Exchange Commission of Pakistan for approval under Sections 82 and 83(1)(b) of the Companies Act, 2017 and/or to do any other acts, deeds, things and matters ancillary thereto.”

RESOLVED FURTHER THAT the Authorized Persons, be and are hereby further authorized to take all steps necessary, ancillary and incidental for the issuance of the shares otherwise than right shares including but not limited to obtaining all requisite regulatory approvals, lenders approvals, engaging advisor(s) and consultants for the purposes of the above, filing of the requisite application(s), statutory forms and all other documents as may be required to be filed with the Securities and Exchange Commission of Pakistan and any other authority, submitting all such documents as may be required, executing all such certificates, applications, notices, reports, letters and any other document or instrument including any amendments or substitutions to any of the foregoing as may be required in respect of the issue of further shares without right shares and all other matters incidental or ancillary thereto.

RESOLVED FURTHER THAT all acts, deeds, and actions taken by the Authorized Persons pursuant to the above resolutions for and on behalf of and in the name of the Company shall be binding acts, deeds and things done by the Company.”

“RESOLVED FURTHER THAT the aforesaid Special Resolution(s) shall be subject to any amendment, modification, addition or deletion including the adjustment to the pricing of the shares to be issued as may be suggested, directed and advised by the Securities and Exchange Commission of Pakistan and / or any other competent authority, which suggestion, direction and advice shall be deemed to be part of these Special resolution(s) without the need of the shareholders to pass fresh Special Resolution(s).”

Other Business:

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

A statement of material facts under Section 134(3) of the Companies Act, 2017, in respect of the aforesaid Special Business to be considered at the Extraordinary General Meeting, is being sent to the shareholders along with this Notice.

By Order of the Board



Rana Mustansir
Company Secretary

Dated: May 13, 2022

Place: Karachi

Notes:**1. Closure of Share Transfer Book:**

The Share Transfer Book of the Company will remain closed from May 14th, 2022 till May 20th, 2022 (both days inclusive). Transfers received at our Registrars, Messrs. Central Depository Company Limited. CDC House, 99-B, Block 'B' S.M.C.H.S. Main Shahra-e-Faisal, Karachi – 7400, Pakistan, at the close of business on May 14th, 2022 will be treated in time.

2. Change in Address:

Members of the Company are requested to immediately notify the change in address if any, and ask for the consolidation of folio number, provided the member holds more than one folio, to our Registrar, Messrs. Central Depository Company Limited. CDC House, 99B, Block 'B' S.M.C.H.S. Main Shahra-e-Faisal, Karachi – 7400, Pakistan.

3. Participation in General Meeting:

- a) A Member entitled to attend and vote at the General Meeting is entitled to appoint a proxy to attend and vote for him/her. No person shall act as proxy, who is not a member of the Company except that Government of Pakistan/Corporate entity may appoint a person who is not a member of the Company. If the member is corporate entity (other than Government of Pakistan) its common seal should be affixed on the instrument.
- b) The instrument appointing a proxy (enclosed herewith) duly completed, together with Board of Directors' resolution/power of attorney, if any, with specimen signature of the nominee together with the original proxy form duly filled in must be deposited with the Company Secretary, Salaam Takaful Limited, Plot 19-A-1, Business Centre, Block 6, P.E.C.H.S, Shahrah-e-Faisal, Karachi. not less than 48 hours before the time of holding the meeting.

4. Special arrangement for attending the EOGM through Zoom video link:

Shareholders/Proxyholders interested in attending the EOGM through Zoom video link are requested to use these login credentials to participate in the EOGM proceedings through your smartphones / computer devices.

Salaam Takaful Limited is inviting you to a scheduled Zoom meeting.

Topic: 9th Extraordinary General Meeting of Salaam Takaful Limited

Time: May 20, 2022 11:00 AM Islamabad, Karachi, Tashkent

Join Zoom Meeting

<https://us02web.zoom.us/j/87168656330?pwd=9iPT3ww91iHSdTl7egRasBKHlsUj5-.1>

Meeting ID: 871 6865 6330

Passcode: 121198

6. Inspection of Documents:

The Memorandum and Articles of Association of the Company and any other related information of the Company may be inspected/procured during the business hours on any working day at 6th Floor, Business Centre, 19-1/A, Block-6, PECHS, Shahrah-e-Faisal, Karachi from the date of publication of this notice till the conclusion of the Extraordinary General Meeting.

7. Placement of EOGM Notice on the Company's website

Notice of 9th Extraordinary General Meeting has also been made available on the Company's website www.salaamtakaful.com

Ecl:

- (1) Proxy Form
- (2) The Statement of Material Facts under section 134(3) of the Companies Act, 2017.

STATEMENT UNDER SECTION 134 (3) OF THE COMPANIES ACT, 2017 REGARDING THE SPECIAL BUSINESS:

This statement sets out the material facts concerning the special business to be transacted at the 9th Extraordinary General Meeting of Salaam Takaful Limited to be held on 20 May 2022.

Agenda Item #3 of the Special Business - To consider and, if thought fit, pass the following Special Resolutions, with or without modifications, to approve the Further Issuance of Shares by Way of Other Than Rights_ @ Rs. 6.65 per share (at discount of Rs. 3.35 per share) being breakup value per share based on latest Audited Financial Statements for the year ended 31st December 2021.

The Board of Directors in their 99th & 100th Meetings held on 15th February 2022 & 22nd March 2022, respectively, recorded their firm intension for further capital injection by way of other than rights following which the Board of Directors passed a resolution in their 101st meeting held on 26th April 2022 to inject capital up to Rs. 358,732,497 (Rupees Three Hundred Fifty Eight Thousand Seven Hundred Thirty Two Thousand Four Hundred Ninety Seven only) (based on the final consent of the participating shareholders) by way of other than rights.

The Board has also recommended for authorizing the Chief Financial Officer and the Company Secretary of the Company (the "Authorized Persons") to enter into and execute such documents as may be required in relation to the further issue of shares otherwise than right shares and to complete all necessary corporate, regulatory and legal formalities including execution of necessary documents, approval from the shareholders of the Company, lenders approvals and the SECP. The Managing Director & Chief Executive Officer is also authorized to delegate his powers to any person he may deem appropriate.

The issue of further shares held by the Sponsors and Directors shall not increase as consequence of allotment against further issue of shares otherwise than rights.

All shareholders are equally entitled to avail the option to put the subscription money on prorata basis according to their shareholding percentage in the Company. The new shareholding structure and financing

required for each of the existing shareholders in proportion to each shareholder's present shareholding percentage will be as follows:

SHAREHOLDING STRUCTURE AFTER INJECTION OF CAPITAL OF RS. 358.73 MILLION								
Total Number of Existing Shares	113,202,019							
Amount of Capital Injection	358,732,497							
Equity/Net Assets as per Audited FS 2021	752,868,163							
Breakup Value per share as per audited FS 2021	6.65							
Issuance of further shares	53,944,736							
	Existing Position		New Issue of Rs. 358.73 million		Revised Holding		Capital Injection required	Or property
Share holding Structure	Existing Shares	% holding	Further Shares	% holding	Revised Shares	% holding		
House Building Finance Company Limited	8,699,500	7.68%	4,145,617	7.68%	12,845,117	7.68%	27,568,354	
Al Baraka Bank (Pakistan) Limited	10,435,690	9.22%	4,972,973	9.22%	15,408,663	9.22%	33,070,270	
Sitara Chemical Industries Limited	2,999,500	2.65%	1,429,367	2.65%	4,428,867	2.65%	9,505,291	
Mal Al Khaleej Investment LLC	5,218,869	4.61%	2,486,974	4.61%	7,705,843	4.61%	16,538,378	
Mr. Salim Habib Godil	21,459,992	18.96%	10,226,439	18.96%	31,686,431	18.96%	68,005,822	Or Property
Syed Rizwan Hussain	21,459,990	18.96%	10,226,438	18.96%	31,686,428	18.96%	68,005,815	Or Property
Mr. Shahzad Salim Godil	21,459,990	18.96%	10,226,438	18.96%	31,686,428	18.96%	68,005,815	Or Property
Syed Salman Hussain	21,459,990	18.96%	10,226,438	18.96%	31,686,428	18.96%	68,005,815	Or Property
Others	8,500	0.01%	4,051	0.01%	12,551	0.01%	26,937	
Total	113,202,019	100%	53,944,736	100%	167,146,756	100%	358,732,497	

Justification for the Issue of Shares Otherwise than Right Shares

The further issue of shares i.e. 53,944,736 ordinary shares of PKR 6.65/- per share being breakup value per share is proposed to be issued at a discount of PKR 3.35/- per share under the provisions of section 82 of the Companies Act, 2017.

The majority shareholders presented the proposal to Company Secretary that they are willing to subscribe their part of the capital in the subject issuance of shares by way of other than rights and by way of other than cash (in kind, i.e., combination of by way of cash and in kind), thereby surrendering their ownership in the property in favor of Salaam Takaful Limited as allowed under Section 83 Further issue of capital of Companies Act 2017. The justification for using property in favor and interest of the Company is the Subject Property (Floor) which is located in the same building where Salaam Takaful Limited has recently purchased four floors with rooftop to relocate its head office. Keeping in view future growth and expansion plans, the Company has already purchased four floors in the building located in Clifton.

To work out the value of the proposed property, the Company has received the following three valuation reports from SECP approved valuers (of which the Company will consider the lower of the valuation i.e. Rs. 272,023,268/-):

- | | |
|-------------------------------------|-------------------|
| a) Icon Surveyors (Pvt.) Limited | Rs. 272,023,268/- |
| b) AR Associates | Rs. 277,000,000/- |
| c) Ali Murtaza & Company (Pvt.) Ltd | Rs. 274,265,438/- |

Shareholders who opt to invest may consider, through mutual discussion amongst themselves, whether or not to acquire the renounced shares of the current capital issue. The renounced shares shall be distributed amongst the opting shareholders @ Rs. 6.65 per share (at a discount of Rs. 3.35 per share) in the ratio that will be arrived at and will exist only amongst the opting shareholders after acquiring their respective shares of the current issue.

Shareholders who decide to invest in the company will confirm their intention to the Company Secretary within fifteen (15) days of the date of EOGM along with the instrument containing their part of proceed. Shareholders who renounce their right within 15 days from the date of resolution passed in EOGM, will automatically dilute their holdings by giving their rights to those shareholders who opt to avail their right. The shares so renounced will be given to opting shareholders in proportion.

The issue size will be decided on the basis of number of shares to be derived after opting shareholders have decided, while renounced shares will not be part of the issue size if not subsequently opted by the participating shareholders.

Shareholders who decide to invest in the company will confirm their intention to the Company Secretary within fifteen (15) days of the date of the EOGM to be held on 20th May 2022 along with the instrument containing their part of the proceeds.

FORM OF PROXY

The Company Secretary
Salaam Takaful Limited
Karachi.

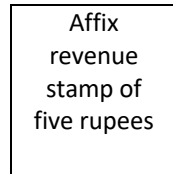
I, _____ of _____ being a member of Salaam Takaful Limited and holder of _____ ordinary shares as per share register folio no _____ CDC Participant's I.D. No. _____ Account No. _____ hereby appoint _____ of _____ or failing him/her _____ of _____ as my proxy to vote for me and on my behalf at the 09th Extraordinary General Meeting of the Company to be held on the Friday, May 20, 2022 at Salaam Takaful Limited's Board Room, 6th Floor, Business Centre, Block-6, P.E.C.H.S., Shahrah-e-Faisal, Karachi-75400 and at any adjournment thereof.

Signed this ___ day of _____ 2022.

WITNESSES:

- | | | | |
|----|--------------|---|-------|
| 1. | Signature | : | _____ |
| | Name | : | _____ |
| | Address | : | _____ |
| | | : | _____ |
| | NIC or | : | _____ |
| | Passport No. | : | _____ |
| 2. | Signature | : | _____ |
| | Name | : | _____ |
| | Address | : | _____ |
| | | : | _____ |
| | NIC or | : | _____ |
| | Passport No. | : | _____ |

Signature



(Signature should agree with specimen signature registered with the Company)

Note:

1. Proxies in order to be effective must be received by the Company not less than 48 hours before the meeting. A proxy needs to be a member of the Company.
2. The proxy form must be signed by the appointer or his/her attorney duly authorized in writing.
3. If the proxy appointer is a body corporate, the proxy form must be under the seal of the company and signed by the attorney duly authorized by it.