

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 41st, Annual General Meeting of the Shareholders of **Hallmark Company Limited** will be held on, Thursday, **November 26, 2020 at 11:00A.M.** at Office # 1001/1005, Uni Centre, 10th Floor, I.I. Chundrigar Road, Karachi, to transact the following business:

ORDINARY BUSINESS

1. To confirm the minutes of the 40th Annual General Meeting held on July 30, 2019.
2. To receive, consider and adopt the Audited Financial Statements of the Company for the year ended June 30, 2020, together with the Directors' and Auditors' Reports thereon.
3. To appoint Auditors for the year ending on June 30, 2021 and fix their remuneration. The retiring Auditors, M/s. S.M. Suhail & Co., Chartered Accountants are eligible and, have provided their consent and the Directors have recommended for their reappointment.
4. Election and appointment of directors in place of existing Board at the request of the acquirer, under the Listed Companies (Substantial Acquisition of Voting Shares & Takeovers) Regulations, 2017. The existing directors are not willing to continue as directors of the Company.

Following members of the Company, have communicated their interest to contest in the election, scheduled in the upcoming AGM.

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|------------------------------|------------------------------|
| 1) Mr. Salman - | as Executive Director |
| 2) Mr. Muhammad Saad Iqbal - | as Non-Executive Director |
| 3) Mr. Sharjeel- | as Non-Executive Director |
| 4) Mr. Jawad- | as Non-Executive Director |
| 5) Ms. Irsa Faruqi- | as Non-Executive Director |
| 6) Mr. Muhammad Ashfaq - | as Independent Director, and |
| 7) Ms. Areej Rafique - | as Independent Director |

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

By Order of the Board

Company Secretary

Karachi: November 4, 2020

NOTES:

- 1. Number directors to be elected are 7 (seven)** in accordance with the provisions of section 159(1) of the Companies Act, 2017, the number of directors to be elected has been fixed at 07 (Seven).
- 2. Any member who seeks to contest the election of Directors**, should file with the Company at its registered office not later than 14 (fourteen) days before the day of the meeting, a notice of his/her intention to offer himself/herself for election as a Director in terms of Section 159(3) of the Companies Act, 2017, along with and comply with the relevant provisions of the listing regulations of Pakistan Stock Exchange.
- 3. A member is entitled to attend and vote** at the Annual General Meeting, may appoint another member as his/her proxy to attend, speak and vote instead of him/her.
- 4. The Share Transfer Book of the Company will be closed** from November 20, 2020 to November 26, 2020 (both days inclusive). Transfers received in order, by our Shares Registrar, the F.D. Registrar Services (SMC-Private) Limited, located at, 17th Floor, Trade Centre, I.I. Chundrigar Road, Karachi, at the close of the business, on November 20, 2019 will be considered in time to attend and vote at the meeting and for the entitlement of Dividend (if any).
- 5. The Forms of proxy**, in order to be valid, must be properly filled-in, executed and received at the registered office of the Company not later than 48 hours before the time of the meeting.
- 6. Members are requested to notify** to the Share Registrar of the Company, promptly of any change in their addresses.
- 7. Notice to Shareholders who have not provided CNIC** Pursuant to the directive of the Securities & Exchange Commission of Pakistan (SECP) contained in SRO 831(1)/2012 dated July 05, 2012 for the issuance of future dividend warrants etc., and in absence of such information, payment of dividend may be withheld in terms of SECP's above mentioned directive, Shareholders are therefore, requested to submit a copy of their updated/ valid CNIC (if not already provided) to the Share Registrar.
- 8. Video Conference Facility**, the Members can also avail video conference facility. In this regard, please submit to registered address of the Company, the following request 10 days before holding of the Annual General Meeting.

"I/We, _____ of _____, being a member of Hallmark Company Limited, holder of _____ ordinary share(s) as per registered Folio / CDC Account No. _____ hereby opt for video conference facility at _____."

- 9. E-Voting Facility**, in pursuant to the Notification vide SRO.43 (1)/2016 of January 22, 2016, the SECP has directed to facilitate the members of the Company for e-voting if the Company receives demand for poll from at least five (5) members or by any member or members having not less than one tenth of the voting power. In this regard, please submit to the registered address of the Company, the following request, 10 days before holding of the Annual General Meeting.

"I/We, _____ of _____, being a member of Hallmark Company Limited, holder of _____ ordinary share(s) as per registered Folio / CDC Account No. _____ hereby opt for e-voting through Intermediary and hereby consent the appointment of execution officer as proxy and will exercise e-voting as per the Companies (e-voting) Regulations, 2016 and hereby demand for poll for resolutions."

My/our secured email address is _____, please send login details, password and electronic signature through email."

10. Mandate for E-Dividends for Shareholders

In order to make process of payment of cash dividend more efficient, e-dividend mechanism has been envisaged where shareholders can get amount of dividend credited into their respective bank accounts electronically without any delay. In this way, dividend may be instantly credited to respective bank accounts and there are no chances of dividend warrants getting lost in the post, undelivered or delivered to the wrong address, etc.

The SECP, through Notice No. 8(4) SM/CDC208 dated April 5, 2013, had advised to all listed companies to adopt e-dividend mechanism due to the benefits it entails for shareholders. In view of the above, you are hereby encouraged to provide the Company, a dividend mandate in favor of e-dividend by providing mandate form duly filled in and signed. The dividend mandate form is available at website of the Company.

11. Electronic Transmission of Financial Statements

The SECP, through notification No., SRO 787(I)/2014 dated September 8, 2014 has allowed companies to circulate Annual Financial Statements along with notice of Annual General Meeting through email instead of sending the same through post, to those members who desires to avail this facility. The members who desire to opt to receive aforesaid statements and notice through e-mail are requested to provide their written consent on Standard Request Form available at registered office of the Company.

12. Form of Proxy is enclosed at the ending part of this annual report.

STATEMENT UNDER SECTION 166(3) OF THE COMPANIES ACT, 2017

Independent Directors shall be elected through election process of Directors, in terms of Section 159 of the Companies Act, 2017, as they shall meet the criteria prescribed under Section 166(2) of the Companies Act, 2017.

The present independent directors are not eligible being nonmember, therefore, are not consented to be reappointed as Independent Directors of the Company.

PROFILE OF CANDIDATES AND APPOINTMENT OF FEMALE DIRECTOR ARE AS UNDER

- 1- Mr. Salman Yousuf** has consented to be appointed as executive director. He has completed his MBA (Masters in Business Administration) from Iqra University and has more than 10 years of experience in the field of Information Technology. He has acted as Executive Vice President (Digital Marketing) for four years and presently working as Chief Operating Officer for over three years in a reputed tech company. He is a tax filer and eligible to be appointed in the Board.

- 2- Mr. Muhammad Saad Iqbal** has shown his consented to be appointed as non-executive director. He has completed his master's degree in business administration (MBA). He has started his career back in 2003 and since then he has been associated with big companies of IT and media groups. He has worked as Senior Manager Business Unit for more than 11 years and currently he is associated with reputed tech company

as President – Executive Management since 2016. He is a tax filer and eligible to be appointed in the Board.

- 3- **Mr. Sharjeel** has shown his consent to be appointed as non-executive director. He is a sole proprietor and associated with many groups of real estate development. He is a certified Realtor from Real Estate Regulatory Authority, Dubai. He has completed his graduation from University of Karachi and has completed MIS (Management Information System) courses from American Intercontinental University AIU (UK). He has extensive experience in marketing and real estate. He is a tax filer and eligible to be appointed in the Board.
- 4- **Mr. Jawad** was working as Executive Director for two and half years, in the Inter-market Securities (Pvt.) Ltd. and prior to that, has worked as CFO and Company Secretary in the same Company. He is a member of The Institute of Chartered Accountants of Pakistan and has completed his mandatory Chartered Accountancy Article from PWC.
- 5- **Ms. Irsa Faruqi** has shown her consent to be appointed as non-executive female director. She has completed her graduation in media sciences (advertising) from Iqra University and begun her career in advertising in 2007. She has remarkable working experience with large names like Tohfay.com. She has worked as Senior Strategy and Events Manager and currently she is acting as President – Executive Management since 2016 in a reputed tech company. She is tax filer and eligible to be appointed in the Board.
- 6- **Mr. Muhammad Ashfaq** partner of Alluhaid and Alyahya firm of chartered accountants and also Chief Executive of AA Global advisory Firm. In addition to this he is also serving as corporate advisor of Mansour Al Mosaid Group of companies that base in Saudia Arabia. He is Chartered Accountant with varied certifications including ACMA (UK), CGMA (UK) and CPA (Australia) with over 22 years of audit, financial and corporate advisory experience primarily in Financial services.
- 7- **Ms. Areej Rafique** an independent director of Sana Industries Limited and also the Product Market Manager at Pakistan Oxygen Limited (formerly Linde Pakistan). She has also served at Pakistan Telecommunication Company Limited and Landmark Group (Dubai). She holds masters degree in Business Administration from Heriot Watt University (Scotland-UK) and BE-Telecommunication from NED University of Engineering and technology, Karachi.

By Order of the Board

Karachi: November 4, 2020

COMPANY SECRETARY