

**NOTICE OF THE 11<sup>th</sup> EXTRAORDINARY GENERAL MEETING  
OF MEMBERS OF  
SALAAM TAKAFUL LIMITED**

Notice is hereby given that the 11<sup>th</sup> Extraordinary General Meeting of the members of Salaam Takaful Limited ('the Company') shall be held on Thursday, 11<sup>th</sup> January 2024 at 11:00 AM via Zoom Videoconferencing to transact the following business:

**Ordinary Business:**

- 1) To confirm minutes of 17<sup>th</sup> Annual General Meeting held on April 28, 2023.
- 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 and at discount price of Rs. 7.97 per share being breakup value per share based on latest available Audited Financial Statements for the year ended 31<sup>st</sup> December 2022.

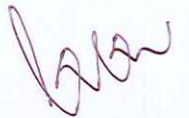
"RESOLVED THAT, subject to compliance with the provisions of all applicable laws and requisite regulatory approvals, permissions and sanctions, including the approvals of the Securities and Exchange Commission of Pakistan ("SECP") as required under Section 82 and Section 83(1)(b) of the Companies Act, 2017, approval be and is hereby accorded to the proposal of the board of directors as presented to the shareholders to increase the paid-up capital of the Company for Rs. 125 million by issuance of an additional 15,683,814 ordinary shares at a discounted price of Rs. 7.97/- (A discount of Rs. 2.03 per share) by way of otherwise than right for cash consideration under Section 82 and Section 83(1)(b) of the Act to the following shareholders of the Company as follows:

House Building Finance Company Limited	836,697
Al Baraka Bank (Pakistan) Limited	1,626,595
Sitara Chemical Industries Limited	288,485
Mal Al Kfaleej Investment LLC	741,129
Mr. Salim Habib Godil	3,047,523
Mr. Syed Rizwan Hussain	3,047,523
Mr. Shanzad Salim Godil	3,047,523
Mr. Syed Salman Hussain	3,047,523
Others	8,500
<b>Total</b>	<b>15,683,814</b>

**SALAAM TAKAFUL LIMITED**

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FURTHER RESOLVED THAT, subject to approval of the SECP and the shareholders of the Company through Special Resolution in terms of Section 82 of the Act approval be and is hereby accorded to issue additional 15,683,814 shares at a price of Rs.7.97/- each (Discount Rs.2.03per share), the aforesaid price not being less than the breakup value per share based on assets (revalued not later than three years) as required by Section 32 (1)(e)(ii) of the Act and certified by the Statutory Auditor of the Company.

FURTHER RESOLVED THAT, the proposed new shares shall rank *pari passu* in all respects with the existing ordinary shares of the Company.

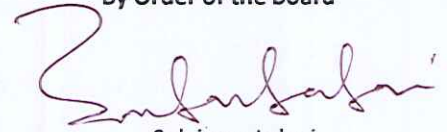
FURTHER RESOLVED THAT, the Chief Executive Officer and/or the Chief Financial Officer and/or the Company Secretary of the Company ('Authorized Persons') be and are hereby authorized singly to enter into and execute such documents as may be required in relation to the further issue of shares otherwise than right shares at discount and to take all steps necessary, ancillary and incidental for the same including but not limited to obtaining all requisite regulatory approvals, preparation and circulation of the notice of General Meeting along with resolutions to be placed before the General Meeting, engaging legal advisors and consultants for the purposes of the aforesaid and filing of the requisite applications, statutory forms under applicable laws as may be required to be filed with the SECP for its approval.

**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



Sulaiman Lalani  
Company Secretary

Dated: 22<sup>nd</sup> December 2023

Place: Karachi

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**Notes:**

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

The Share Transfer Book of the Company will remain closed from 5<sup>th</sup> January, 2024 till 11<sup>th</sup> January, 2024 (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 Shakra-e-Faisal, Karachi – 7400, Pakistan, at the close of business on 5<sup>th</sup> January 2024 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 Shakra-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, Shakra-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: 11<sup>th</sup> Extraordinary General Meeting of Salaam Takaful Limited

Time: 11<sup>th</sup> January, 2024 11:00 AM Islamabad, Karachi, Tashkent

Join Zoom Meeting

<https://us02web.zoom.us/j/81305193460?pwd=bmYybjVlQkdrctFlcUdDN2d6dm9LZz09>

Meeting ID: 813 0519 3460

Passcode: 161341

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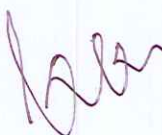
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**6. Inspection of Documents:**

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 6<sup>th</sup> 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 11<sup>th</sup> Extraordinary General Meeting has also been made available on the Company's website [www.salaamtakaful.com](http://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 11<sup>th</sup> Extraordinary General Meeting of Salaam Takaful Limited to be held on 11<sup>th</sup> January 2024.

**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. 7.97/- per share (at discount of Rs. 2.03/- per share) being breakup value per share based on latest Audited Financial Statements for the year ended 31<sup>st</sup> December 2022.

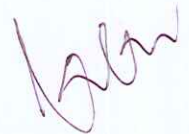
The Board of Directors in their 109<sup>th</sup> Meeting held on 22<sup>th</sup> December 2023, recorded their intension for further capital injection by way of other than rights following which the Board of Directors passed a resolution in their 109<sup>th</sup> meeting to inject capital up to Rs. 250,000,000/- (Rupees Three Hundred Million Only) (based on the final consent of the participating shareholders) in two phases, The 1<sup>st</sup> phase will be completed after holding EOGM and injecting Capital of Rs. 125 million by way of "other than Rights". The board also resolved to inject the remaining Rs. 125 million of capital in the year 2024.

The Board has also recommended for authorizing the Chief Executive Officer, the Chief Financial Officer and the Company Secretary of the Company ("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

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necessary corporate, regulatory and legal formalities including execution of necessary documents, approval from the shareholders of the Company, lenders approvals and the SECP. The 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.

#### Justification for the Issue of Shares Otherwise than Right Shares

Board of Directors in its 109th Meeting held on 22<sup>th</sup> December 2023 deliberated and intended to resolve the further issuance of shares and increase in/injection of Company's Paid-Up Capital by way of "other than Rights" for Rs.250 million.

Following is the present Shareholding structure with number of shares and percentages against each subscriber:

#### Present Shareholding Structure:

Shareholder's Name	Existing/Present Holding	
	No. of Shares	% holding
House Building Finance Company Limited	8,699,500	5.33%
Al Baraka Bank (Pakistan) Limited	15,408,663	9.45%
Sitara Chemical Industries Limited	2,999,500	1.84%
Mal Al Khaleej Investment LLC	7,705,843	4.73%
Mr. Salim Habib Godil	31,686,431	19.43%
Syed Rizwan Hussain	33,190,187	20.35%
Mr. Shahzad Salim Godil	31,686,428	19.43%
Syed Salman Hussain	31,686,428	19.43%
Others	8,500	0.01%
<b>Total</b>	<b>163,071,480</b>	<b>100%</b>

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Following points need to be considered by the Board of Director in the Board Meeting for decision.

1. The Board of Directors will resolve to issue share by way of "other than rights" in proportion to each shareholder's current shareholdings percentage.
2. Finalizing the date of EOGM and approval of the Notice of EOGM shall be made to approve further share issuance.
3. A fresh injection of Capital in the Company will be made up to Rs. 250 million in two phases.
4. The first phase will commence after receiving approval from the Board. Following this approval, an EOGM will be convened.
5. Fresh capital injection will be by way of "OTHER THAN RIGHTS"
6. Fresh capital injection will be issue "AT DISCOUNT"
7. Fresh issuance of shares by way of "OTHER THAN RIGHTS" will be priced at @ Rs. 7.97 per share reflecting the breakup value per share as per the latest available Audited Financial Statements for the year ended December 31, 2022.
8. All shareholders will have equal entitlement to exercise the option of putting the subscription money, on a prorate basis, in accordance with their respective shareholding percentages in the Company.
9. Following the EOGM, all shareholders must confirm their intention to participate in the aforementioned issuance to the Company Secretary within fifteen (15) days from the date of the EOGM.
10. Shareholders choosing to invest in the company will need to confirm their intention with the Company Secretary within fifteen (15) days from the date of the EOGM. Additionally, they are required to submit the instrument containing their portion of the proceeds along with the confirmation.
11. Shareholders choosing to invest may engage in mutual discussions to determine whether to acquire the renounced shares from the current capital issue. The renounced shares will be distributed among the opting shareholders at Rs. 7.97 per share, based on a ratio that will be calculated and established only among the opting shareholders after acquiring their respective shares from the current issue.
12. The Management has presented the following business case and justification for the injection of further capital:
  - a) Salaam Takaful has experienced remarkable growth in terms of financials, operations, products, and human resources since the new sponsors took over the company. Considering the envisioned future growth and associated expansion plans, the company requires additional liquidity to facilitate business-related investments such as retakaful / treaty arrangements, insuretech and marketing campaigns.
  - b) The company has achieved significant milestones in establishing a digital-only life (Family) Takaful entity, including the successful implementation of a state-of-the-art in-house ERP

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*Salaam*

system. Salaam Family Takaful is poised to become the country's first digital life takaful company, set to commence operations soon as the licensing for the same is in process. Considering this success, the company seeks investment to foster and enhance the business prospects of the family takaful segment.

13. Attached is the new Shareholding structure and capital required to be injected by each shareholder for the first phase of Rs. 125 million capital injection.
14. In its 109th meeting scheduled for 22<sup>nd</sup> December 2023, the Board of Directors will discuss and resolve the further issuance of shares totaling Rs. 250 million. This will occur in two phases, each comprising Rs. 125 million, at an issuance price of Rs. 7.97 per share, and at a discount of Rs. 2.03, other than by way of rights.
15. Shareholders who choose to renounce their rights within 15 days from the date of the resolution passed in the EOGM will automatically dilute their holdings. This will be achieved by transferring their rights to those shareholders who opt to avail themselves of their rights. The renounced shares will be distributed to opted shareholders in proportion to their holdings.
16. Given that this issuance is through a method other than rights, the issue size will be determined based on the number of shares opted for by shareholders.

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