



DH Partners

If undelivered please return to:

Messrs. CDC Share Registrar Services Limited
CDC House, 99-B, Block 'B', S.M.C.H.S., Main Shakra-e-Faisal, Karachi-74400

NOTICE OF 1ST ANNUAL GENERAL MEETING

Notice is hereby given that 1st annual general meeting of DH Partners Limited (the "Company") will be held on Monday, April 21, 2025, at 2:30 PM at ISE Auditorium, ISE Towers REIT Management Company Limited (Formerly Islamabad Stock Exchange Limited) 55-B, ISE Towers, Jinnah Avenue, Islamabad and via video link facility to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the year ended December 31, 2024, together with the Auditors' and Directors' Reports thereon.

In accordance with Section 223 of the Companies Act, 2017 and SECP S.R.O. No. 389(I)/2023 dated March 21, 2023, the annual audited financial statements of the Company have been uploaded on the website of the Company which can be accessed using the following weblink and QR enabled code.



<https://dhparkers.com.pk/investors-information/#report>

2. To appoint Auditors and to fix their remuneration. The members are hereby notified that the Board and the Audit Committee have recommended the reappointment of A. F. Ferguson & Co. (Chartered Accountants), as auditors of the Company.
3. To elect seven (7) directors of the Company as fixed by the Board of Directors, in accordance with Section 159(1) of the Companies Act, 2017 for a term of three (3) years commencing from April 21, 2025. The categories of Directors are as follows:

Category of Directors	Number of Directors to be elected
Female Director	1
Independent Director	2
Other Director	4

The names of retiring Directors who are eligible for re-election are stated hereunder:

1. Mr. Hussain Dawood
2. Mr. Abdul Samad Dawood
3. Ms. Sabrina Dawood
4. Mr. Muhammed Amin
5. Mr. Isfandiyar Shaheen
6. Mr. Shafiq Ahmed
7. Mr. Zamin Zaidi

SPECIAL BUSINESS:

- 4. To consider and, if thought fit, approve the amount of remuneration paid to the Non-Executive Directors including independent Directors of the Company for attending the Board and/or Committees meetings and in that connection to pass the ordinary resolution, as proposed in the statement of Material facts annexed to Notice.

Attached to this being sent to the Members is the Statement of Material Facts under the Companies Act, 2017.

By Order of the Board

Karachi
Dated: February 26, 2025

Imran Chagani
Company Secretary

Notes:

1. Video Conference Facility for attending Annual General Meeting (AGM):

As per the directive issued by Securities and Exchange Commission of Pakistan ("SECP"), the Company has made arrangements of video conference facility to ensure that members can also participate in the AGM via video link.

The members and their proxies who intends to attend the AGM through video-link must register their particulars by sending an email at company.secretary@dawoodhercules.com. The members registering to connect through video-link facility are required to mention their name, folio number and number of shares held in their name in the email with subject 'Registration for DH Partners AGM' along with valid copy of their CNIC/Passport. Video link and login credentials will be shared with the members whose emails, containing all the required particulars, are received at the given email address at least 24 (twenty-four) hours before the time of the AGM.

2. Closure of Members Register & Share Transfer Books:

The Share Transfer Books of the Company will remain closed from April 15, 2025, to April 21, 2025 (both days inclusive). Transfers received in order at the office of the Company's Share Registrar, Messrs. CDC Share Registrar Services Limited, CDC House, 99-B, Block 'B', S.M.C.H.S., Main Shahra-e-Faisal, Karachi-74400, by close of business on April 14, 2025, will be considered in time for entitlement of members to attend, speak and vote at the AGM.

3. Election of Directors

The term of office of the present Directors of the Company will expire on April 21, 2025 Pursuant to Section 159(1) of the Companies Act, 2017, the Board of Directors has fixed the number of Directors at seven (07), to be elected in the AGM of the Company for a period of three (03) years. In terms of Regulation 7A of the Listed Companies (Code of Corporate Governance) Regulations, 2019, the election will be held in the following categories for number of seats specified.

Category of Directors	Number of Seats
Female Director	One
Independent Director	Two
Other Director	Four

Any person who seeks to contest the election of directors shall, whether he is a retiring director or otherwise, file with the Company the following documents and information at its registered office not later than fourteen days before the day of the AGM:

- a) His/her Folio No./CDC Investor Account No. / CDC Participant No./Sub-Account No.
- b) Notice of his/her intention to offer himself/herself for the election of directors in terms of Section 159(3) of the Companies Act, 2017.
- c) Consent to Act as Director under Section 167 of the Companies Act, 2017.
- d) Category in which he/she seeks to contest the elections.
- e) A detailed profile along with his/her office address for placement onto the Company's website.
- f) The independent directors shall be elected as per requirements of Section 166 of the Companies Act, 2017. Any member intending to contest as independent director shall submit a declaration that he/she qualifies the criteria of eligibility and independence notified under the Companies Act, 2017 and rules and regulations issued thereunder.
- g) An attested copy of Computerized National Identity Card (CNIC).
- h) A declaration that:
 - He/she is not serving as a director of more than seven listed companies.
 - He/she is not ineligible to become a Director of a listed company under Section 153 of the Companies Act, 2017 and any other applicable laws and regulations.
 - He/she is aware of his/her duties and powers under the relevant laws, Memorandum & Articles of Association of Company and Pakistan Stock Exchange Limited Regulations.

4. Participation in the AGM:

A member, entitled to attend the AGM, is entitled to appoint another person as his/her proxy to attend the AGM on his/her behalf. A proxy need not be a member of the Company. A corporate entity, being member, may appoint its representative to attend the meeting through resolution of its Board of Directors. Proxy Forms in English and Urdu languages are attached with the notice circulated to the shareholders.

In case of appointment of proxy by a corporate entity, a resolution of the board of directors / power of attorney with specimen signature of the person nominated to represent and vote on behalf of the corporate entity shall be submitted to the Company along with a completed proxy form.

The proxy holders are required to produce their original valid CNICs or original passports at the time of the meeting.

In order to be effective, duly completed and signed proxy forms must be received at the Company's Registered Office at least 48 (forty-eight) hours before the time of the meeting.

CDC account holders will further have to follow the under mentioned guidelines as laid down by the SECP.

A. For Attending the Meeting

- a. In case of individuals, the account holders or sub-account holders whose registration details are uploaded as per the Regulations shall authenticate his/her original valid CNIC or the original passport at the above-mentioned email address at least 48 (forty-eight) hours before the AGM.
- b. In case of corporate entity, the board of directors' resolution/power of attorney with specimen signature of the nominee shall be shared on the above-mentioned email address at least 48 (forty-eight) hours before the AGM (unless it has been provided earlier).

B. For Appointing Proxies

- a. In case of individuals, the account holders or sub-account holders whose registration details are uploaded as per the Regulations shall submit the proxy form as per above requirements.
- b. Attested copies of valid CNIC or the passport of the beneficial owners and the proxy shall be furnished with the proxy form.
- c. The proxy shall produce original valid CNIC or original passport at the above mentioned email address at least 48 (forty eight) hours before the meeting.
- d. In case of corporate entity, the board of directors' resolution / power of attorney with specimen signature shall be submitted on the email address mentioned above at least 48 (forty-eight) hours before the meeting (unless it has been provided earlier) along with proxy form to the Company.
- e. Proxy form will be witnessed by 2 (two) persons whose names, addresses and valid CNIC numbers shall be mentioned on the form.

PROCEDURE FOR ELECTRONIC VOTING FACILITY AND VOTING THROUGH POSTAL BALLOT ON ELECTION OF DIRECTOR AND SPECIAL BUSINESS

5. Polling on Election of Directors and Special Business:

In accordance with the Companies (Postal Ballot) Regulations, 2018, Section 143 and 144 of the Companies Act 2017 and under Postal Ballot Regulation, 2018, latest amendments notified through SRO dated December 05, 2022, SECP has directed all listed companies to arrange for postal ballot/e-voting for the purpose of polling on Special Business / election of directors, if the number of persons who offer themselves to be elected is more than the number of directors fixed under Section 159 (1) of the Companies Act, 2017. Accordingly, shareholders will be allowed to exercise their right to vote through postal ballot i.e. by post or e-voting, in the manner and subject to the conditions contained in the aforesaid regulations. Details will be circulated in due course

The members of DH Partners Limited (the "Company") will be allowed to exercise their right to vote through electronic voting facility or voting by post for the Election of Directors in case the Company received nominations more than the number of directors fixed by the Board and Special Business in its forthcoming AGM to be held on Monday, April 21, 2025, at 2:30 PM, in accordance with the requirements and subject to the conditions contained in the aforesaid Regulations.

6. Procedure for E-Voting:

- a) Details of the e-voting facility will be shared through an e-mail with those members of the Company who have their valid CNIC numbers, cell numbers, and e-mail addresses available in the register of members of the Company by the close of business on April 14, 2025.
- b) The web address, login details, and password, will be communicated to members via email. The security codes will be communicated to members through SMS from the web portal of CDC Share Registrar Services Limited, (being the e-voting service provider).
- c) Identity of the members intending to cast vote through e-voting shall be authenticated through electronic signature or authentication for login.
- d) E-Voting lines will start from April 17, 2025, 09:00 AM and shall close on April 20, 2025, at 5:00 PM. Members can cast their votes any time in this period. Once the vote on a resolution is cast by a member, he / she shall not be allowed to change it subsequently.

7. Procedure for Voting Through Postal Ballot:

The members shall ensure that duly filled and signed ballot paper along with copy of Computerized National Identity Card (CNIC) should reach the Chairman of the meeting through post on the Company's Karachi address, Dawood Centre M. T. Khan Road Karachi, or email at company.secretary@dawoodhercules.com one day before the Annual General Meeting on April 20, 2025, during working hours. The signature on the ballot paper shall match with the signature on CNIC.

For the convenience of the members, ballot paper is annexed to this notice and the same is also available on the Company's website at www.dhpartners.com.pk for download.

STATEMENTS OF MATERIAL FACTS UNDER SECTION 134(3) OF THE COMPANIES ACT, 2017

These Statements set out the material facts concerning the Agenda No. 3 and 4 to be transact at the Annual General Meeting (AGM) of Shareholders of DH Partners Limited to be held on Monday, April 21, 2025.

Agenda 3 – Election of Directors

Independent Directors

Pursuant to Section 166(3) of the Companies Act, 2017, Independent Directors will be elected through the process of election of directors in terms of Section 159 of the Companies Act, 2017. After the receipt of notice/intention to contest for elections with the Company, the Company will ensure that following criteria shall be met:

- a. They meet the independence criteria as set out in Section 166(2) of the Companies Act, 2017.
- b. Their names are included in the data bank maintained by Pakistan Institute of Corporate Governance (PICG) as required under section 166(1) of the Companies Act, 2017; and
- c. They meet the eligibility criteria as provided in Regulation 4 of the Companies (Manner and Selection of Independent Directors) Regulations, 2018.

Agenda 4 – Remuneration paid to the Independent and Non-Executive Directors of the Company

As required under the Articles of Association of the Company, the remuneration of the directors shall from time to time be determined by the company in general meeting subject to the provisions of the Act. As per Section 170 of the Companies Act, the remuneration to be paid to any director for attending the meetings of directors or a committee of directors shall not exceed the scale approved by the company or the board as the case may be in accordance with the provisions of the articles. Accordingly, the scale of remuneration to be paid to directors for attending the meetings of directors or a committee of directors is submitted for the approval of the shareholders.

If deemed fit, the following resolution may be passed, with or without any modification, as ordinary resolution:

“RESOLVED that the meeting fee of PKR 250,000 per meeting to the independent and Non-Executive Director who are not in the employment of the Company or any of its associated company(ies) for participating in the Board and Committee Meetings be and is hereby approved.

Attention of the Shareholder is drawn towards the following:

1. Computerized National Identity Card (CNIC) / National Tax Number (NTN):

All those individual members holding physical shares who have not yet provided their CNIC No., are once again reminded to immediately submit the copy of their CNIC to Company's Share Registrar, Messrs. CDC Share Registrar Services Limited, CDC House, 99-B, Block 'B', S.M.C.H.S., Main Shakra-e-Faisal, Karachi-74400. Members while sending CNIC must quote their respective folio numbers. The corporate entities having physical shares should send a copy of their NTN certificates to Company's Share Registrar. The corporate members while sending NTN or NTN certificates, as the case may be, must quote the company name and their respective folio numbers.

2. Payment of Cash Dividend Electronically

Under second proviso to Section 242 of the Companies Act, 2017, listed companies are required to pay declared cash dividends only through electronic mode directly into the bank accounts designated by the entitled shareholders.

Accordingly, the shareholders of the Company are requested to provide the following information for payment of cash dividend to be declared by the Company through electronic mode directly in the bank account designated by you.

Name of Shareholder	
Folio Number	
CNIC Number	
Title of Bank Account	
Account Number	
IBAN Number	
Bank's Name	
Branch Name and Address	
Cell Number of Shareholder	
Landline number of Shareholder	
Email of Shareholder	
Signature of Member	

Note: Signature must match specimen signature registered with the Company

The shareholders are also required to intimate the changes, if any in the above-mentioned information to the Company and the Share Registrar as soon as these occur. In case of shares held electronically, then the above electronic credit mandate form must be submitted directly to shareholder(s)' broker/participant/CDC account services.

3. Zakat Declaration

The members are requested to submit their Zakat Declarations to the Share Registrar in order to claim exemption from deduction of Zakat.

4. Unclaimed Dividend

Shareholders, who by any reason, could not claim their dividends/shares, if any, are advised to contact our Share Registrar, Messrs. CDC Share Registrar Services Limited, CDC House, 99-B, Block 'B', S.M.C.H.S., Main Shakra-e-Faisal, Karachi-74400, to collect / enquire about their unclaimed dividend/shares, if any.

In compliance with Section 244 of the Companies Act, 2017, after having completed the stipulated procedure, all such dividend outstanding for a period of 3 years or more from the date due and payable shall be deposited to the Federal Government in case of unclaimed dividend and in case of shares, shall be delivered to the SECP.

5. Electronic Transmission of Annual Report 2024:

In compliance with section 223(6) of the Companies Act, 2017, and pursuant to the S.R.O. 389(I)/2023 dated March 21, 2023 the Company has electronically transmitted the Annual Report 2024 through weblink, QR enabled code and through email to Members whose email addresses are available with the Company's Share Registrar, Messrs. CDC Share Registrar Services Limited. However, in cases, where email addresses are not available with the Company's Share Registrar, printed copies of the notices of AGM along-with the QR enabled code/weblink to download the Annual Report 2024 (containing the financial statements), have been dispatched.

Notwithstanding the above, the Company will provide hard copies of the Annual Report 2024, to any Member on their request, at their registered address, free of cost, within one (1) week of receiving such request. Further, Members are requested to kindly provide their valid email address (along with a copy of valid CNIC) to the Company's Share Registrar, Messrs. CDC Share Registrar Services Limited if the Member holds shares in physical form or, to the Member's respective Participant/Investor Account Services, if shares are held in book entry form.

6. Deposit of Physical Shares into CDC Accounts

As per Section 72 of the Companies Act, 2017 every existing 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, within a period not exceeding four years from the commencement of the Companies Act, 2017 i.e., May 31, 2017.

Furthermore, Securities and Exchange Commission of Pakistan vide its letter CSD/ED/Misc/2016-639-640 dated March 26, 2021, has directed all listed companies to pursue such shareholders who are still holding shares in physical form to convert the same into book entry form. In this regard, shareholder having physical shareholding are requested to open CDC sub-account with any of the brokers or investor's account directly with the CDC to place their physical shares into scrip-less form. This will facilitate them in many ways including safe custody and sale of shares, anytime they want as the trading of physical shares is not permitted as per existing Regulations of the Pakistan Stock Exchange Limited.



DH Partners

Ballot Paper for Voting Through Post
DH PARTNERS LIMITED

Registered Office: 55-B, 16th Floor, ISE Towers, Blue Area, Islamabad

Website: <https://www.dhpartners.com.pk>

For poll to be held at the Annual General Meeting (AGM) of DH Partners Limited on Monday, April 21, 2025, at 2:30 PM at ISE Auditorium, ISE Towers REIT Management Islamabad (formerly Islamabad Stock Exchange Limited) 55-B ISE Towers, Jinnah Avenue, Islamabad as well as through video-link facility to transact the following businesses:

Contact Details of Chairman, where ballot paper may be sent:

Business Address: The Chairman DH Partners Limited, Dawood Centre, M.T. Khan Road, Karachi-75530.

Attention: Company Secretary, **Designated Email Address:** company.secretary@dawoodhercules.com

Name of shareholder/joint shareholders	
Registered address of shareholder(s)	
Number of shares held	
Folio number / CDC Account	
CNIC No./Passport No (in case of foreigner) (copy to be attached)	
Additional information and enclosures (In case of representative of body corporate, corporation and Federal Government.)	

Instructions For Poll

1. Please indicate your vote by ticking (✓) the relevant box.

2. In case both the boxes are marked as (✓), your ballot paper shall be treated as "Rejected".

I/we hereby exercise my/our vote in respect of the below resolutions through ballot by conveying my/our assent or dissent to the resolution(s) by placing tick (✓) mark in the appropriate box below.

S. No.	Nature and description of Resolutions	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
1	"RESOLVED that the meeting fee of PKR 250,000 per meeting to the independent and Non-Executive Director who are not in the employment of the Company or any of its associated company(ies) for participating in the Board and Committee Meetings be and is hereby approved."		

Signature of shareholder(s)

Place

Date

NOTES:

- Duly filled and signed original postal ballot should be sent to the Chairman, at above-mentioned business or email address.
- Copy of CNIC/Passport (in case of foreigner) should be enclosed with the postal ballot form.
- Postal ballot forms should reach Chairman of the Meeting before April 21, 2025 during working hours (i.e. by 5:00 PM). Any postal ballot received after this date and time, will not be considered for voting.
- Signature on postal ballot should match the signature on CNIC/Passport (in case of foreigner).
- Incomplete, unsigned, incorrect, defaced, torn, mutilated, over written ballot papers will be rejected.
- In case of representative of body corporate and corporation, postal ballot must be accompanied with copy of CNIC of authorized person, along with a duly attested copy of Board Resolution, Power of Attorney, or Authorization Letter in accordance with Section(s) 138 or 139 of the Companies Act, 2017, as applicable, unless these have already been submitted along with the Proxy Form. In case of foreign body corporate etc. all documents must be attested from the Counsel General of Pakistan having jurisdiction over the member.
- Ballot Paper has also been placed on the website of the Company www.dhpartners.com.pk. Members may download the Ballot Paper from the website or use Original/Photocopy as published in Newspapers.



DH Partners

Proxy Form

I/We _____
of _____ being a member of DH Partners Limited and holder of
_____ Ordinary Shares, as per:

Share Register Folio No. _____ and/or
CDC Participant ID No. _____ Sub A/c No. _____
hereby appoint Mr./Mrs. _____ of _____, or failing him/her
_____ of _____, as my/our proxy to attend, speak, and vote for me/us and
on my/our behalf, at the Annual General Meeting (AGM) of the Company to be held on Monday, April 21,
2025, at 2:30 PM at ISE Auditorium, ISE Towers REIT Management Company Limited (Formerly
Islamabad Stock Exchange Limited) 55-B, ISE Towers, Jinnah Avenue, Islamabad and via video link
facility, and at any adjournment thereof.

Signed this _____ day of _____ 2025.

WITNESSES -1:

Signature: _____
Name: _____
Address: _____
CNIC No. or _____
Passport No. _____

Signature on
Revenue Stamps
of Rupees Fifty

WITNESSES -2:

Signature: _____
Name: _____
Address: _____
CNIC No. or _____
Passport No. _____

IMPORTANT:

1. This Proxy Form, duly completed, must be deposited at the Company's Registered Office, not later than forty-eight (48) hours before the time of the meeting.
2. CDC shareholders and their proxies are requested to attach and attested photocopy of their valid Computerized National Identity Card (CNIC) or Passport with this proxy form before submission to the Company.
3. All proxies attending the AGM are requested to bring their original CNIC/Passport for identification.

AFFIX
CORRECT
POSTAGE

DH Partners Limited

Dawood Centre, M.T. Khan Road, Karachi-75530.
Tel: +92-21-35686001 Fax: +92-21-35644147
Website: <http://www.dhpartners.com.pk>

میں / ہم _____ ساکن _____
 بحیثیت ممبر داؤد ہر کولیس پارٹنرز لمیٹڈ کے رکن و حامل _____ عام حصص برطابق شیئرز رجسٹرڈ فولیو نمبر _____
 اور / یا سی ڈی سی کے شراکتی آئی ڈی نمبر _____ اور ذیلی کھاتہ نمبر _____ محترم / محترمہ _____
 ساکن _____ یا بصورت دیگر محترم / محترمہ _____
 ساکن _____ کو بروز پیر مورخہ ۲۱ اپریل ۲۰۲۵ بوقت ۲:۳۰ بجے دوپہر، بمقام ISE آڈیٹوریم، ISE Towers REIT
 مینجمنٹ کمپنی لمیٹڈ (سابقہ اسلام آباد اسٹاک ایکسچینج لمیٹڈ) ISE، B-55 ناٹورز، جناح ایونیو، اسلام آباد میں ویڈیو لنک کی سہولت کے ساتھ منعقد یا ملتوی ہونے والے سالانہ اجلاس عام
 میں رائے دہندگی کے لئے اپنا نمائندہ مقرر کرتا / کرتی ہوں۔

دستخط _____ بروز _____ ۲۰۲۵

گواہ (۱)

مطلوبہ (پچاس روپے کا)
 ریویژن ٹکٹ چسپاں کریں اور دستخط کریں

دستخط گواہ: _____
 نام: _____
 پتہ: _____
 قومی شناختی کارڈ نمبر یا: _____
 پاسپورٹ نمبر: _____

گواہ (۲)

دستخط گواہ: _____
 نام: _____
 پتہ: _____
 قومی شناختی کارڈ نمبر یا: _____
 پاسپورٹ نمبر: _____

نوٹ:

- تمام نامزدگیاں اسی صورت میں موثر ہوں گی جب پراکسی فارم ہنام کمپنی کے رجسٹرڈ آفس میں اجلاس کے مقررہ وقت سے ۴۸ گھنٹے قبل موصول ہوں۔
- سی ڈی سی شیئرز ہولڈرز اور ان کے نمائندوں سے فرداً فرداً درخواست ہے کہ وہ اپنے کمپیوٹر رازڈ قومی شناختی کارڈ کی تصدیق شدہ نقل یا پاسپورٹ، نمائندگی فارم داخل کرنے سے قبل اس کے ساتھ منسلک کریں۔
- تمام پراکسی ہولڈرز اپنی شناخت کے لئے اجلاس کے وقت اپنا اصل شناختی کارڈ یا پاسپورٹ ضرور پیش کریں۔

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