



Empowering Networks

SUPERNET LIMITED

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is hereby given that an Extraordinary General Meeting (**EOGM**) of the Shareholders of Supernet Limited (the "**Company**") will be held at the Registered Office of the Company located at 75 – East, Blue Area, Fazal – e – Haq Road, Islamabad on Friday 24 January 2025 at 11:30 a.m. to transact the following business:

ORDINARY BUSINESS:

MINUTES OF ANNUAL GENERAL MEETING

1. To read and confirm the minutes of the AGM held on 28 October 2024.

SPECIAL BUSINESS:

CHANGE OF REGISTERED OFFICE OF THE COMPANY

2. To consider and if thought fit, to pass the following resolutions as a special resolution, with or without any modification(s), addition(s) or deletion(s):

“RESOLVED THAT subject to the confirmation of the Securities and Exchange Commission of Pakistan under Sections 21 and 32 of the Companies Act, 2017, the registered office of the Company be changed from “Islamabad Capital Territory” to “Province of Sindh” i.e. from **“75 – East, Blue Area, Fazal – e – Haq Road, Islamabad”** to **“9th Floor, Tower B, World Trade Center, Block – 05, Clifton, Karachi”**.”

“FURTHER RESOLVED THAT the amendments in the Memorandum of Association of the Company for the change of registered office of the Company be made as set out below:

Clause 2 of the Memorandum of Association of the Company be and is hereby amended to read as follows:

“2. The registered office of the Company will be situated in the Province of Sindh.”

“FURTHER RESOLVED THAT all references to the registered office situated in the Islamabad Capital Territory in the Memorandum and Articles of Association of the Company be removed and replaced with references to the registered office situated in the Province of Sindh.”

“FURTHER RESOLVED THAT Chief Executive Officer/Director or Company Secretary of the Company be and are hereby singly authorized to take any and all actions as may be required from time to time for the purposes of implementing the above resolutions, to complete all necessary legal and corporate formalities with regard to the above resolutions and to do all such acts, deeds and things as may be deemed necessary or expedient for concluding the said matters.”

“FURTHER RESOLVED THAT all formalities required under the applicable laws, rules, regulations, etc., may be fulfilled for the purposes of changing the registered office of the Company as per the details described above.”

SUPERNET LIMITED

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Lahore: 3rd Floor, Block 2, Awami Complex, New Garden Town. Tel: (+92-42) 3583 1254, (+92-42) 3586 5637, Fax: (+92-42) 3586 6184
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ANY OTHER BUSINESS

3. To transact with the permission of the Chair any other business which may be transacted at an Extraordinary General Meeting.

By the order of the Board

Dated: 02 January 2025
At Islamabad

Waseem Ahmad
Director & Company Secretary

Notes:

i. CLOSURE OF SHARE TRANSFER BOOKS

The Share Transfer Book of the Company will remain closed from 18 January 2025 to 24 January 2025 (both days inclusive). Transfers received in order at the office of JWAFs Registrar Services Pvt. Ltd. 407 – 408, 4th floor Al Ameera Centre, Shahrah-e-Iraq, Saddar Karachi by the close of business on 17 January 2025 will be treated as being in time for purpose to attend the vote at meeting.

ii. ATTENDING AGM AND APPOINTMENT OF PROXY

A. A Member entitled to attend, speak and vote at the General Meeting is entitled to appoint another member as his/her proxy to attend, speak and vote on his/her behalf.

B. An instrument appointing proxy and the power of attorney or other authority under which it is signed or a notarized certified copy of the power or authority must be deposited at the registered office of the Company at least 48 hours before the time of the meeting. Form of Proxy can be downloaded from Company's website: <https://super.net.pk/investor-relations.php>

C. CDC Account Holders will further have to follow the under-mentioned guidelines as laid down in Circular 1 dated January 26, 2000 issued by the Securities and Exchange Commission of Pakistan.

i) For Attending AGM

a) In case of individuals, the account holder or sub-account holder whose securities and their registration details are uploaded as per the Regulations, shall produce proof of his / her identity by showing their Computerized National Identity Card (CNIC) at the time of attending the meeting.

b) In case of a corporate entity, a Board of Directors' resolution/power of attorney with specimen signature of the nominee shall be produced (unless it has been provided earlier) at the time of the Meeting.

ii) For Appointing Proxy

a) In case of individuals, the account holder or sub-account holder whose registration details are uploaded as per CDC regulations shall submit the Proxy Form as per the above requirement.

b) Attested copies of CNIC of the beneficial owners and the proxy shall be furnished with the Proxy Form. The proxy shall produce his original CNIC at the time of the meeting.

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iii. VIDEO CONFERENCE FACILITY

In pursuance to Section 134 of Companies Act, 2017 and Circular no. 10 of 2014 dated 21 May 2014 issued by SECP, if the Company receives consent from members holding in aggregate ten percent (10%) or more shareholding residing at geographical location, to participate in the Meeting through video conference at least seven (7) days prior to the date of Meeting, the Company will arrange video conference facility in that city subject to availability of such facility in that city. The Company will intimate members regarding venue of video conference facility at least five (5) days before the Meeting along with complete information necessary to enable them to access such facility. In order to avail this facility, please submit the following information at the corporate office of the Company at least seven (7) days before the date of meeting.

"I/We, _____ of _____ being a member of Supernet Limited holder of _____ Ordinary Share(s) as per Register Folio No./ CDC Account No. _____ hereby opt for video conference facility at (Please insert name of the City).

Signature of member"

iv. ELECTRONIC VOTING AND VOTING THROUGH POSTAL BALLOT ON ELECTION OF DIRECTORS

The members are hereby notified that pursuant to Section 143-145 of the Companies Act, 2017 and Companies (Postal Ballot) Regulations, 2018 amended through Notification dated 05 December 2022, issued by the SECP, SECP has directed all listed companies to provide the members with the right to vote through electronic voting facility and by postal ballot on all businesses classified as special business.

Accordingly, members of the Company will be allowed to exercise their right to vote through electronic voting facility for the special business in its forthcoming Extraordinary General Meeting to be held on 24 January 2025 at 11:30 am, in accordance with the requirements and subject to the conditions contained in the aforesaid Regulations.

For the convenience of the Members, the ballot paper is annexed to this notice and the same is also available on the Company's website at <https://super.net.pk/notices-and-announcements.php> for download.

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 17 January 2025.
- b) The web address and login details, will be communicated to members via email. The security codes will be communicated to members through SMS from web portal through 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 21 January 2025 at 09:00 a.m. and shall close on 23 January 2025 at 5:00 p.m. Members can cast their votes at any time during this period. Once the vote on a resolution is cast by a member, he/she shall not be allowed to change it subsequently.

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

This statement is being furnished in terms of the requirement under Section 134 (3) of the Companies Act, 2017, setting out material facts concerning the Special Business to be transacted at the Extraordinary General Meeting of Supernet Limited which will be held on 24 January 2025 at 11:30 a.m.

Special Business – Agenda Item No. 2 Change of Registered Office of The Company:

The change of the registered office of the Company from Islamabad Capital Territory to the Province of Sindh is proposed in view of the fact that the operational and business activities of the Company are primarily conducted from its Principal Office located in Karachi, Sindh. Accordingly, it is proposed that the registered office of the Company be relocated from the Islamabad Capital Territory to its Principal Office located in Karachi, Sindh.

In compliance with Sections 21 and 32 of the Companies Act, 2017, the Company is required to seek shareholders' approval through a special resolution in the general meeting for changing the registered office from Islamabad Capital Territory to the Province of Sindh. Accordingly, the Company seeks approval from its shareholders to pass the special resolutions set forth under Agenda Item No. 2 of the Notice pertaining to the change of the Company's registered office.

None of the Directors of the Company have any direct or indirect interest in this special business.

MATERIAL FACTS TO BE DISCLOSED AS REQUIRED BY CLAUSE A (1) OF SRO 423(I)/2018 DATED APRIL 03, 2018 REGARDING CHANGE IN REGISTERED OFFICE OF COMPANY

S. No.	Facts to be disclosed	Facts
1.	Information on the existing registered office and new proposed registered office	The existing Registered office is located at "75 – East Blue Area, Fazal – e – Haq Road, Islamabad". The new proposed registered office will be situated at "9 th Floor, Tower B, World Trade Center, Block 05, Karachi".
2.	Reasons and effects of change in registered office	The change in the registered office of the Company from Islamabad Capital Territory to the Province of Sindh is proposed in view of the fact that the operational and business activities of the Company are primarily conducted from its Principal Office located in Karachi, Sindh. Accordingly, it is proposed that the registered office of the Company be relocated to its Principal Office located in Karachi, Sindh.
3.	Geographical dispersion of the members of the company (of total as well as of those who attended last three annual general meetings)	The company's shareholders are primarily concentrated in major cities within Pakistan, with some representation from overseas. However, the majority shareholders are located in Sindh. Moreover, approximately 82% of shareholders attended the annual general meetings in 2022, 2023, and 2024.
4.	A brief cost-benefit analysis	Not applicable as the registered office is relocated to the existing Principal Office.
5.	Information on inquiry, inspection or investigation, which has been initiated against the company or prosecution pending against the company, if any.	The Company confirms that there are no new inquiries, inspections, investigations, or prosecutions initiated or pending against the Company, other than those law suits already disclosed in the annual audited accounts for the financial year ended 30 June 2024.

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**MATERIAL FACTS TO BE DISCLOSED AS REQUIRED BY CLAUSE A (3) OF SRO 423(I)/2018
DATED APRIL 03, 2018 REGARDING ALTERATION OF MEMORANDUM - OTHER**

COMPARATIVE STATEMENT OF THE CHANGES IN THE MEMORANDUM OF ASSOCIATION

Existing Clause of the Memorandum of Association	Clause of the Memorandum of Association After Alterations
Clause 2: <i>“The registered office of the Company will be situated in the ISLAMABAD CAPITAL TERRITORY.”</i>	Clause 2: <i>“The registered office of the Company will be situated in the Province of Sindh.”</i>
<ul style="list-style-type: none">• The reason for the change and alteration in the Memorandum of Association of the Company is to give effect to the change of the registered office from one city to another province for the reasons cited in the above disclosure pursuant to clause A (1) of SRO 423(I)/2018 dated April 03, 2018.• The Board of the Company confirms that the proposed alterations are in line with the applicable provisions of the law and regulatory framework.	

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POSTAL BALLOT PAPER

or voting through post for the Special Business at the Extraordinary General Meeting to be held on 24 January 2025 at 11:00 a.m.,
at **Registered office** located at 75 – East, Blue Area, Fazal-e-Haq Road, Islamabad
Phone: +92-21-38550000 **Email Address:** legal@corporate.super.net.pk **Website:** www.super.net.pk

Folio/CDS Account Number	
Name of Shareholder/Proxy Holder	
Registered Address	
Number of Shares Held	
CNIC/Passport No. (in case of foreigner) (copy to be attached)	
Additional information and enclosures (in case of representative of a corporate body, corporation and federal government)	
Name of Authorized Signatory	
CNIC/Passport No. (in case of foreigner) of Authorized Signatory (copy to be attached)	

“RESOLVED THAT subject to the confirmation of the Securities and Exchange Commission of Pakistan under Sections 21 and 32 of the Companies Act, 2017, the registered office of the Company be changed from “Islamabad Capital Territory” to “Province of Sindh” i.e. from **“75 – East, Blue Area, Fazal – e – Haq Road, Islamabad”** to **“9th Floor, Tower B, World Trade Center, Block – 05, Clifton, Karachi”**.”

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“FURTHER RESOLVED THAT all formalities required under the applicable laws, rules, regulations, etc., may be fulfilled for the purposes of changing the registered office of the Company as per the details described above.”

Instructions for Poll

1. Please indicate your vote by ticking (✓) the relevant box.
2. In case both the boxes are marked with a tick (✓), your poll shall be treated as **“Rejected”**.

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

Resolution	I/We assent to the Resolution (FOR).	I/We dissent from the Resolution (AGAINST).
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Resolution for Agenda Item No. 2

1. Duly filled ballot paper should be sent to the Company Secretary of Supernet Limited at 9th Floor, Tower B, World Trade Center, Khayaban-e-Roomi, Block-5, Clifton, Karachi South, Sindh 75600 or email at legal@corporate.super.net.pk.
2. Copy of CNIC/Passport (in case of foreigner) should be enclosed with the postal ballot form.
3. Ballot paper should reach the Chairman within business hours by or before 23 January 2025. Any postal ballot received after this date will not be considered for voting.
4. Signature on ballot paper should match with signature on CNIC/Passport. (In case of foreigner)
5. Incomplete, unsigned, incorrect, defaced, torn, mutilated and overwritten poll papers will be rejected.
6. In case of a representative of a corporate body, corporation or Federal Government, the Ballot Paper Form must be accompanied by a copy of the CNIC of an authorized person, an attested copy of Board Resolution, /Power of Attorney, /Authorization Letter, etc. in accordance with Section 138 or 139 of the Companies Act, 2017 as applicable. In the case of a foreign corporate body, etc., all documents must be attested by the Counsel General of Pakistan having jurisdiction over the Member.
7. Ballot paper form has also been placed on the website of the Company at: www.super.net.pk. Members may download the ballot paper from the website or use an original/photocopied ballot paper published in newspapers.

Date: _____

Signature of the Shareholder/Proxy Holder/Authorized Signatory

(In case of a corporate entity, please affix company stamp.)

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