SERVICE INDUSTRIES LIMITED

Servis House, 2-Main Gulberg, Lahore

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is hereby given that an Extraordinary General Meeting ("EOGM") of Service Industries Limited (the Company) will be held on **Tuesday, the August 04, 2026 at 10:00 a.m.** at Shalimar Tower Hotel, Adjacent Servis House, 2 - Main Gulberg, Lahore, to transact the following business:

Special Business:

1. To elect Nine (09) Directors of the Company, as fixed by the Board of Directors, in accordance with the provisions of Section 159(1) of the Companies Act, 2017 for the next term of three years commencing from August 04, 2026. The names of retiring Directors, who may be eligible for re-election, are as follows:

   1. Ms. Uzma Adil Khan
   2. Mr. Arif Saeed
   3. Mr. Omar Saeed
   4. Mr. Hassan Javed
   5. Mr. Saif Javed
   6. Mr. Adil Matcheswala
   7. Mr. Ahsan Bashir
   8. Mr. Muhammad Naeem Khan
   9. Mr. Shahid Hussain Jatoi

2. To consider and if deemed fit, approve the sub-division of the face value of the Company's shares from Rs.10/- to Rs.1/- per share i.e., in the ratio of 10 ordinary shares for every 1 existing ordinary share held, in accordance with Section 85(1)(c) of the Companies Act, 2017 and to amend the relevant clause of the Memorandum of Association and Articles of Association of the Company to reflect the proposed sub-division of the shares.

(Annexed to the notice being circulated to the shareholders is a statement of material facts and draft resolutions pertaining to special business to be transacted at the EOGM).

By Order of the Board

Lahore
July 14, 2026

WAHEED ASHRAF
Company Secretary

NOTES:

1. The Share Transfer Books of the Company will remain closed from July 29, 2026 to August 04, 2026 (both days inclusive). Transfers received in order by our Shares Registrar, M/s. Corplink (Private) Limited, Wings Arcade, 1-K, Commercial, Model Town, Lahore by the close of business on July 28, 2026 will be considered in time for the purpose to attend, speak and vote at the EOGM.

2. A member of the Company entitled to attend and vote at the Extraordinary General Meeting may appoint another member as his / her proxy to attend and vote in place of him / her at the meeting. Proxies in order to be effective must be received at the Registered Office of the Company duly stamped and signed not less than 48 hours before the time of meeting. A proxy must be a member of the Company. Proxy Forms in Urdu and English languages are attached to the notice circulated to the shareholders.

3. Members who have deposited their shares into Central Depository Company of Pakistan Limited ("CDC") will further have to follow the under mentioned guidelines as laid down by the Securities and Exchange Commission of Pakistan in Circular No 1 of 2000.

SERVICE INDUSTRIES LIMITED LAHORE

A. **For Attending the Meeting**

a. In case of Individuals, the account holder and/or sub-account holder whose registration details are uploaded as per the CDC Regulations, shall authenticate his/her identity by showing his/her original CNIC or, original Passport at the time of attending the Meeting.
b. In case of corporate entity, the Board's 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.

B. **For Appointing Proxies**

a. In case of individuals, the account holder and/or sub-account holder whose registration details are uploaded as per the CDC Regulations, shall submit the proxy form as per above requirements.
b. The proxy form shall be witnessed by two persons, whose names, addresses and CNIC numbers shall be mentioned on the form.
c. Attested copies of the CNIC or the passport of beneficial owners and the proxy shall be furnished with the proxy form.
d. The proxy shall produce his original CNIC or original passport at the time of the Meeting.
e. In case of corporate entity, the Board's resolution / power of attorney with specimen signature shall be furnished (unless it has been provided earlier) along with proxy form to the Company.

4. The members can also participate in the Extraordinary General Meeting through video link facility.

To attend the EOGM through video link, members and their proxies are requested to register their following particulars by sending an e-mail at shareholders@servis.com.

Folio / CDC Account No.	No. of shares held	Name	CNIC No.	Cell No.	Email address

The video link and login credentials will be shared with the shareholders whose e-mails, containing all the requested particulars, are received at the given e-mail address by or before the close of business hours (5:00 p.m.) on July 28, 2026.

5. **Procedure for E-Voting**

a. In accordance with the Companies (Postal Ballot) Regulations, 2018, (the "Regulations") the right to vote through electronic voting facility and voting by post shall be provided to members of every listed company for, *inter alia*, all businesses classified as special business under the Companies Act, 2017 in the manner and subject to conditions contained in the Regulations.

b. Detail of e-Voting facility will be shared through e-mail with those members of the company who have valid cell numbers / e-mail addresses (Registered e-mail ID) available in the Register of Members of the Company by the end of business on July 28, 2026. Members who intend to exercise their right of vote through E-voting shall provide their valid cell numbers and email addresses on or before July 28, 2026.

c. Identity of the Members intending to cast vote through e-voting shall be authenticated through electronic signature or authentication for login.

d. Members shall cast vote for the agenda item No. 2 online from August 01, 2026 till August 03, 2026 5:00 p.m. Voting shall close on August 03, 2026, at 5:00 p.m. A vote once cast by a Member, shall

SERVICE INDUSTRIES LIMITED LAHORE

not be allowed to be changed. Whereas, the details of e-voting for agenda item no. 1 in respect of Election of Directors will be issued as per prescribed timeline.

6. **Procedure for Voting Through Postal Ballot**

a. Members may alternatively opt for voting through postal ballot. For convenience of the members, Ballot Paper in respect of agenda item no. 2 is annexed to this notice and the same is also available on the Company's website www.servisgroup.com to download. Whereas, the ballot paper for agenda item no. 1 in respect of Election of Directors will be issued as per prescribed timeline.

b. The members must ensure that the duly filled and signed ballot paper, along with a copy of Computerized National Identity Card (CNIC) should reach the Chairman of the meeting through post at the Company's registered address, Servis House, 2-Main Gulberg, Lahore, or email at chairman@servis.com one day before the EOGM, i.e., on August 03, 2026 before 5:00 p.m. In case of member is a corporate entity, the Board's resolution / power of attorney with specimen signature shall also be furnished (unless it has been provided earlier) along with ballot paper to the Company. A postal ballot received after this time / date shall not be considered for voting. The signature on the Ballot Paper shall match with signature on the CNIC.

c. In accordance with the Regulation 11 of the Regulations, the Board of the Company has appointed M/s Riaz Ahmad & Company, Chartered Accountants, (a QCR rated audit firm) to act as the Scrutinizer of the Company for the special business to be transacted in the meeting in respect of election of Directors to undertake other responsibilities as defined in Regulation 11A of the Regulations.

7. **Election of Directors**

Any member who seeks to contest the election of Directors, whether he / she is retiring Director or otherwise, shall file with the Company at its registered office not later than fourteen days before the date of meeting, the following documents:

i) Notice of his / her intention to offer himself / herself for election of Directors in terms of Section 159 of the Companies Act, 2017.
ii) His / her Folio No. / CDC Investor Account No. / CDC Participant ID No. / Sub-Account No.
iii) Consent to act as a Director (Appendix to Form-9) under Section 167 of the Companies Act, 2017 and the Companies Regulations, 2024.
iv) A detailed profile along with office address and contact information for placement on Company's website.
v) The Independent Directors shall submit a declaration on stamp paper under clause 6(3) of the Listed Companies (Code of Corporate Governance) Regulations, 2019 that he / she qualify the criteria of independence notified under Section 166 of the Companies Act, 2017.
vi) Attested Copy of valid Computerized National Identity Card (CNIC) / Passport and National Tax Number (NTN).
vii) Detail of other Directorship(s) and office(s) held.
viii) The candidates are requested to read the relevant provisions / requirements relating to the Election of Directors, as stipulated in the Companies Act, 2017 and the Listed Companies (Code of Corporate Governance) Regulations, 2019, the other applicable laws and regulations and ensure the compliance with the same in letter and spirit.
ix) A declaration confirming that:

a) He/she is aware of duties and powers under the relevant applicable laws, Memorandum & Articles of Association of Company, the Listed Companies (Code of Corporate Governance) Regulations, 2019 and listing regulations of Pakistan Stock Exchange Limited;
b) He/she is not serving as a Director in more than seven (7) listed companies simultaneously including as an alternate Director;
c) 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.

SERVICE INDUSTRIES LIMITED LAHORE

8. In terms of SRO 452 (I)/2025 dated March 17, 2025, issued by SECP, no gifts will be distributed at the meeting.

9. Shareholders, who by any reason, could not claim their dividends/shares, if any, are advised to contact our Share Registrar to collect / enquire about their unclaimed dividend/shares, if any.

10. For any query / problem / information, the investors may contact the Shares Registrar: Mr. Muhammad Akbar Moghal, Phone No. 042-35839182, 35916714, 35916719, e-mail address: corplink786@gmail.com and / or the Company: Mr. Tahir Maqsood, Phone No. 042-35751990, email address: shareholders@servis.com.

STATEMENT UNDER SECTION 166(3) OF THE COMPANIES ACT, 2017 IN RESPECT OF APPOINTMENT OF INDEPENDENT DIRECTORS AND UNDER SECTION 134(3) OF THE COMPANIES ACT, 2017 CONCERNING THE SPECIAL BUSINESS TO BE TRANSACTED AT THE EXTRAORDINARY GENERAL MEETING:

This statement sets out the material facts pertaining to the Special Business to be transacted in the Extraordinary General Meeting of the Company to be held on August 04, 2026.

Item No. 1 of the Agenda – Election of Directors

Pursuant to the requirements of Section 166 (3) of the Companies Act, 2017, independent Directors will be elected through the process of election of Directors as laid down under Section 159 of the Companies Act, 2017.

The Company shall exercise due diligence before selecting a contestant for Independent Director and it will be ensured that the independent directors to be elected will meet the criteria set out for independence under Section 166 of the Companies Act, 2017 and regulations issued thereunder and their names are listed on the data bank of independent directors maintained by Pakistan Institute of Corporate Governance.

The candidates are requested to read the relevant provisions / requirements relating to the Election of Directors, as stipulated in the Companies Act, 2017 and the Listed Companies (Code of Corporate Governance) Regulations, 2019, the other applicable laws and regulations and ensure the compliance with the same in letter and spirit.

No Directors have direct or indirect interest in the above said business other than as shareholders of the Company and that they are eligible to contest the election for directorship.

Item No. 2 of the Agenda – Sub-division of the face value of the Company's shares from Rs.10/- to Rs.1/- per share

The Board of Directors of Service Industries Limited (the "Company") in its meeting held on June 29, 2026, with a view to enhancing investor attractiveness, facilitating more efficient price discovery, improving market liquidity and increasing trading volumes, has proposed that the face value of each ordinary share of the Company be sub-divided from Rs.10/- to Rs. 1/- per share, thereby increasing the number of shares tenfold while the total authorized / paid-up capital remains unchanged.

A higher share price, while reflective of the Company's underlying value, can act as a practical impediment to participation by a broader base of retail and institutional investors. The proposed subdivision, by reducing the per-share price, is expected to widen the investor base, improve the depth of the order book, and enable the market to more accurately and continuously reflect the intrinsic value of the Company's shares through enhanced price discovery.

The rights attaching to the new shares arising from the subdivision, shall strictly be proportional to the rights attached to the previous shares as sub-divided. The new shares arising from the subdivision shall rank pari passu in all respects with the existing shares, with no alteration in the rights and privileges attaching thereto.

SERVICE INDUSTRIES LIMITED LAHORE

Upon completion of the proposed sub-division, the authorized share capital of the Company, currently consisting of 100,000,000 ordinary shares with a face value of Rs. 10/- each, shall be reconstituted into 1,000,000,000 ordinary shares with a face value of Rs. 1/- each, whereas, the subscribed and paid-up capital of the Company, currently comprising 46,987,454 ordinary shares of Rs.10/- each, shall be sub-divided into 469,874,540 ordinary shares of Rs.1/- each while the amounts of total authorized and paid-up capital remaining unchanged. Eligible shareholders shall receive 10 ordinary shares of Rs. 1/- each for every 1 ordinary share of Rs. 10/- held in their names as on the book closure date.

The proposed subdivision necessitates amendments to Clause V of the Memorandum of Association (MOA) and Part III of the Articles of Association (AOA) to reflect the revised number and face value of the shares in the authorized capital.

The comparative analysis of existing Clause V of MOA and Part III of AOA with the proposed new clause is as under:

Comparative Analysis	
Existing Clause V of the Memorandum of Association	**Proposed Clause V of the Memorandum of Association**
V. The capital of the Company is Rs. 1,000,000,000 (Rupees one billion only) divided into 100,000,000 ordinary shares of Rs. 10/- each. The Company shall have the power to increase, reduce or reorganize the capital of the Company and divide shares in the capital for the time being into several classes in accordance with the provisions of the Companies Ordinance, 1984.	V. The capital of the Company is Rs. 1,000,000,000 (Rupees one billion only) divided into 1,000,000,000 ordinary shares of Rs. 1/- each. The Company shall have the power to increase, reduce or reorganize the capital of the Company and divide shares in the capital for the time being into several classes in accordance with the provisions of the Companies Ordinance, 1984.
Existing Part III of the Articles of Association	**Proposed Part III of the Articles of Association**
III. SHARES The share capital of the Company is Rs. 1,000,000,000 (Rupees one billion only) divided into 100,000,000 ordinary shares of Rs. 10/- each.	III. SHARES The share capital of the Company is Rs. 1,000,000,000 (Rupees one billion only) divided into 1,000,000,000 ordinary shares of Rs. 1/- each.

No Director or Chief Executive of the Company or their relatives has any direct or indirect personal interest in the proposed Sub-division of the face value of share and alteration in MOA and AOA, except in their capacities as Director / Chief Executive / shareholders.

The Board of Directors of the Company has confirmed that the proposed alteration in the Memorandum of Association and Articles of Association of the Company is in line with the applicable provisions of the law and regulatory framework.

A copy each of the existing and proposed MOA and AOA indicating the proposed amendment are available for inspection at the registered office and head office of the Company, from 9:00 am to 5:00 pm on any working day up to the last working day before the date of the EOGM.

The following resolutions are proposed to be passed as Special Resolutions with or without any modification(s), addition(s) or deletion(s):

SERVICE INDUSTRIES LIMITED LAHORE

SERVICE INDUSTRIES LIMITED

Servis House, 2-Main Gulberg, Lahore

“**Resolved that** approval of the shareholders of the Company be and is hereby accorded in terms of Section 85(1)(c) of the Companies Act, 2017 read with Article 24(b) of the Articles of Association of the Company, for sub-division of the existing share capital of the Company, including its authorized, issued, and paid-up capital, such that the nominal value of each ordinary share be revised from Rupees Ten (Rs. 10/-) to Rupees One (Rs. 1/-), resulting in each existing ordinary shares being subdivided into Ten (10) ordinary shares of Rs. 1/- each, without any alteration in the rights and privileges attached thereto.

Further resolved that the Authorized Share Capital of the Company be and is hereby subdivided from 100,000,000 Ordinary Shares of Rs. 10/- each to 1,000,000,000 Ordinary shares of Rs. 1/- each, the total authorized capital remaining unchanged at Rs. 1,000,000,000/-.

Further resolved that the Issued and Paid-up Capital of the Company be and is hereby subdivided from 46,987,454 Ordinary Shares of Rs. 10/- each to 469,874,540 Ordinary shares of Rs. 1/- each, the total paid-up capital remaining unchanged at Rs. 469,874,540/-.

Further resolved that in consequence of the above amendment, the existing Clause V of the Memorandum of Association and Part III of the Articles of Association of the Company be and is hereby replaced accordingly, to read as follows:

> **Clause V of Memorandum of Association**
>
> “The capital of the Company is Rs. 1,000,000,000 (Rupees one billion only) divided into 1,000,000,000 ordinary shares of Rs. 1/- each. The Company shall have the power to increase, reduce or reorganize the capital of the Company and divide shares in the capital for the time being into several classes in accordance with the provisions of the Companies Ordinance, 1984.”
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> **Part III of Articles of Association**
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> “The share capital of the Company is Rs. 1,000,000,000 (Rupees one billion only) divided into 1,000,000,000 ordinary shares of Rs. 1/- each.”

Further resolved that the Chief Executive Officer, any Director and / or Company Secretary of the Company be and are hereby authorized singly to do all acts, matters, deeds and things and take all necessary steps and actions ancillary as may be necessary and incidental to effectuate the aforementioned resolutions, including without limitation the filing of requisite documents and returns as may be required with the Registrar of Companies, Securities and Exchange Commission of Pakistan, Pakistan Stock Exchange Limited, Central Depository Company of Pakistan Limited to give effect to the above, including announcements required for closure of Members’ Register, determination of effective date for the above mentioned sub-division of shares and issue/credit of new physical and electronic shares as per the regulatory framework.”

SERVICE INDUSTRIES LIMITED

Servis House, 2-Main Gulberg, Lahore

Statement under Rule 4(2) of the Companies (Investment in Associated Companies or Associated Undertakings) Regulations, 2017

Name of Investee Company	**Service Long March Tyres Limited ("SLM")**
Total Investment Approved	Further long-term equity investment up to Rs. 1,500,000,000 for purchase of 150,000,000 ordinary shares was approved by the shareholders in the Extraordinary General Meeting held on January 17, 2024.
Amount of Investment made to date	An investment of Rs. 486,017,640 has been made so far by the Company.
Reasons for deviations from the approved timeline of investment, where investment decision was to be implemented in a specified time	No deviation. The validity of resolution for investment is five (5) years from January 17, 2024. The balance investment will be made as and when funds are required by the subsidiary / associated Company.
Material change in financial statements of associated company or associated undertaking since the date of the resolution passed for approval of investment in such company	There is no material change in the financial statements of the associated company since the date of passing of special resolution. As per latest audited financial statements for the year ended June 30, 2025 the balance sheet size is Rs. 52.86 Billion, Profit after tax is Rs. 10.02 Billion and Earnings per share is Rs. 7. The shareholders of SLM in their Extraordinary General Meeting held on October 13, 2025 had approved the split of par value of its shares from Rs. 10 each to Rs. 2 each. The shares of SLM got listed on Pakistan Stock Exchange Limited on June 15, 2026.

SERVICE INDUSTRIES LIMITED
LAHORE