



engro powergen qadirpur

Notice of Extra-ordinary General Meeting

Notice is hereby given that an Extra-ordinary General Meeting ("EOGM") of the members of Engro Powergen Qadirpur Limited (the "Company") will be held on Friday, October 14, 2022 at Karachi School of Business and Leadership (KSBL) situated at National Stadium Road, Opp. Liaquat National Hospital, Karachi – 74800, at 3:00 p.m. to transact the following business:

Members are encouraged to attend the EOGM through video conference facility managed by the Company (please see the notes section for details).

Agenda of the meeting

- To elect seven (07) directors in accordance with the Companies Act, 2017 for a term of three years commencing from the date of holding of EOGM i.e. October 14, 2022. The retiring directors are Mr. Yusuf Jamil Siddiqui, Mr. Farooq Barkat Ali, Mr. Shahab Qader Khan, Mr. Vaqar Zakaria, Mr. Shabbir Hashmi, Mr. Kaiser Bengali and Ms. Fauzia Viqar. The information as required under section 166 (3) of the Companies Act, 2017, is being provided along with the Notice of the EOGM being sent to the Shareholders.

Karachi
September 9, 2022

By the order of the Board
Hanan Batool
Company Secretary

NOTES

1) Participation in the EOGM proceeding via the video conference facility:

Members are encouraged to attend the EOGM proceedings via video-conferencing facility, which shall be made available by the Company.

All shareholders/members interested in attending the EOGM, either physically or through video-conferencing facility are requested to register their Name, Folio Number, Cell Number, CNIC/Passport number at <https://forms.office.com/r/2nKNTGkxJN>. Members wishing to attend in person must also provide a copy of their vaccination certificates at the above link. Confirmation email for physical meeting or video link and login credentials will be shared with only those shareholders whose registration are received at least 48 hours before the time of EOGM.

Shareholders can also provide their comments and questions for the agenda items of the EOGM at the email address agm.epql@engro.com.

2. The Share Transfer Book of the Company will be closed from Friday, October 7, 2022 to Friday, October 14, 2022 (both days inclusive). Transfers received in order at the office of our Registrar, M/s. FAMCO Associates (Private) Limited, 8-F, Near Hotel Faran, Block 6, P.E.C.H.S. Shahrah-e-Faisal, Karachi, PABX No. (92-21) 34380101-5 and email info.shares@famco.com.pk by the close of business (5:00 p.m.) on Thursday, October 6, 2022 will be treated to have been in time for purpose to attend and vote at the meeting.

3. A member entitled to attend and vote at the EOGM shall be entitled to appoint another person, as his/her proxy to attend, speak and vote instead of him/her, and a proxy so appointed shall have all such rights in respect of attending, speaking and voting at the EOGM as are available to a member. Proxies, in order to be effective, must be received by the Company not less than 48 hours before the meeting. A proxy need not be a member of the Company.

4) Requirements for appointing proxies

- In case of individuals, the account holder or sub-account holder whose registration details are uploaded as per the Central Depository Company of Pakistan Limited Regulations, shall submit the proxy form as per the above requirement.
- The proxy form shall be witnessed by two persons whose names, addresses and CNIC numbers shall be mentioned on the form.
- Attested copies of the valid CNICs or the passports of the beneficial owner(s) and the proxy shall be furnished with the proxy form.
- The proxy shall produce his/her valid original CNIC or original passport at the time of the EOGM.
- In case of a corporate entity, the Board of Directors' resolution/power of attorney, with specimen signature of the nominee, shall be submitted to the Company along with the proxy form unless the same has been provided earlier.

5. Pursuant to Companies (Postal Ballot) Regulations 2018, for the purpose of election of Directors and for any other agenda item, subject to the requirements of sections 143 and 144 of the Companies Act 2017, members will be allowed to exercise their right of vote through postal ballot, that is voting by post or through any electronic mode, in accordance with the requirements and procedure contained in the aforesaid Regulations.

STATEMENT OF MATERIAL FACTS

Election of Directors under Section 166(3) of the Companies Act, 2017

The term of office of the present Directors of the Company will expire on October 14, 2022. In terms of Section 159(1) of the Companies Act, 2017, the Board of Directors has fixed the number of elected Directors at seven (07) to be elected in the Extra-ordinary General Meeting of the Company for a period of three years.

Any person who seeks to contest the election to the office of a Director, whether he is retiring director or otherwise, shall file with the Company Secretary, at the Registered Office of the Company located at 16th Floor, The Harbor Front Building, HC#3, Marine Drive, Block 4, Clifton Karachi, not later than fourteen (14) days before the date of Extra-ordinary General Meeting, the following documents:

- Notice of his/her intention to offer himself/herself for election in terms of Section 159(3) of the Companies Act, 2017, together with the consent to act as a director in Form 28 prescribed under the Companies Act, 2017.
- A detailed profile along with office address as required under SECP' SRO 1196 (I)/2019 dated October 3, 2019.
- A director must be a member of the Company at the time of filing consent for contesting election of directors except for a person representing a member which is not a natural person.
- A declaration confirming that:
 - He/she is aware of his/her duties and powers under the relevant laws, Memorandum & Articles of Association of the Company and listing regulations of the Pakistan Stock Exchange; and
 - He/she is not ineligible to become a director of a listed company under any provisions of the Companies Act, 2017 the Listed Companies (Code of Corporate Governance) Regulations, 2019, and any other applicable law, rules and regulations.
- Independent Director(s) will be elected through the process underlined in terms of section 159 of the Companies Act, 2017, and must meet the criteria laid down in Section 166 of the Companies Act, 2017, and the Companies (Manner and Selection of Independent Directors) Regulations, 2018. Accordingly, the following additional documents should be submitted by the candidates intending to contest election of directors as an independent director:
 - Declaration by Independent Director(s) under Clause 6(3) of the Listed Companies (Code of Corporate Governance) Regulation, 2019; and
 - Undertaking on non-judicial stamp paper that he/she meet the requirements of sub-regulation (1) of Regulation 4 of the Companies (Manner and Selection of Independent Directors) Regulations, 2018.