



engro powergen qadirpur

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is hereby given that the Extraordinary General Meeting ("**EOGM**") of the members of Engro Powergen Qadirpur Limited (the "**Company**") will be held at Karachi School of Business and Leadership (KSBL) situated at National Stadium Road, Opp. Liaquat National Hospital, Karachi – 74800 on Tuesday, October 14, 2025, at 02:30 p.m. to transact the following business:

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

1. To elect seven (07) Directors in accordance with section 159(1) of the Companies Act, 2017 (The "**Act**") for a term of three years commencing from the date of holding of EOGM i.e. October 14, 2025. The names of the retiring directors are Mr. Athar Abrar Khwaja, Mr. Shabbir Hashmi, Mr. Vaqar Zakaria, Mr. Atif Muhammad Ali, Mr. Kaiser Bengali, Ms. Maryam Aziz, and Ms. Nausheen Ahmad.

The EOGM Notice has been uploaded on the website of the Company which can be downloaded from the following link and / or QR enabled code:

<https://www.engroenergy.com/epql/#election-of-directors>



By Order of the Board

Karachi
Dated: September 23, 2025

SAQIB RAFIQUE, FCA
Company Secretary

NOTES

1. Prohibition on grant of gifts to Shareholders

The Securities and Exchange Commission of Pakistan (the "**SECP**"), through its Circular 2 of 2018, dated February 9, 2018 read with SRO 452(I) of 2025, has strictly prohibited companies from providing gifts or incentives, in lieu of gifts (tokens / coupons / lunches / takeaway packages) in any form or manner, to shareholders at or in connection with general meetings. Under Section 185 of the Act, any violation of this directive is considered an offense, and companies failing to comply may face penalties.

2. Participation in the EOGM proceeding via video conferencing 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/sBaaCZBBVL>. Confirmation email for physical meeting or video link and login credentials will be shared with only those Shareholders whose registration is 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.

3. The Share Transfer Book of the Company will be closed from Wednesday, October 08, 2025, to Tuesday, October 14, 2025 (both days inclusive). Transfers received in order at the office of our Registrar, M/s. FAMCO Share Registration Services(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@famcosrs.com by the close of business (05:00 p.m.) on Tuesday, October 07, 2025 will be treated in time to attend and vote at the meeting.
4. 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 holder may not need to be a member of the Company.

5. Requirements for Appointing Proxies

- a) 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.
- b) The proxy form shall be witnessed by two male persons whose names, addresses and CNIC numbers shall be mentioned on the form.
- c) Attested copies of the valid CNICs or the passports of the beneficial owner(s) and the proxy shall be furnished with the proxy form.
- d) The proxy shall produce his/her valid original CNIC or original passport at the time of the EOGM.
- e) 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.

6. E-Voting / Voting by Postal Ballot

Pursuant to Companies (Postal Ballot) Regulations, 2018 ("**Regulations**") read with 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 procedures contained in the aforesaid Regulations.



The Board of the Company has appointed M/s. BDO Ebrahim & Co. Chartered Accountants, a QCR-rated audit firm, to serve as the Scrutinizer for the election of directors, in accordance with Regulation 11 of the Companies (Postal Ballot) Regulations, 2018. Details regarding the Scrutinizer's qualifications and experience are available on their website (<https://www.bdo.com.pk/en-gb/about/about-bdo-pakistan>).

STATEMENT OF MATERIAL FACTS UNDER SECTION 166(3) OF THE COMPANIES ACT, 2017.

This Statement sets out the material facts pertaining to the Election of Directors as described in the Notice of the EOGM of the Company.

Agenda Item 1

The term of office of the current directors of the Company will expire on October 14, 2025. In accordance with Section 159(1) of the Act, the Board of Directors have fixed the number of Directors to be elected at the EOGM at seven (07) to hold the office of director for a period of three (3) years commencing from the date of the EOGM.

Independent Directors shall be selected in accordance with the provisions of the Act, the Listed Companies (Code of Corporate Governance) Regulations, 2019 and the Companies (Manner and Selection of Independent Directors) Regulations, 2018.

In order to safeguard the interest of the minority shareholders, any member can send his / her nomination for contesting the election of directors.

Any person who seeks to contest the election of the office of director, whether they are a retiring director or otherwise, shall submit the following documents to the Company Secretary at the address 19th Floor, The Harbor Front Building, HC#3, Marine Drive, Block 4, Clifton Karachi, not later than fourteen (14) days before the date of EOGM:

1. Notice of his / her intention to offer himself / herself for the election of directors as per Section 159(3) of the Act, and consent to act as a director on Appendix to Form 9 as prescribed under the Act, and the Companies Regulations, 2024.
2. Any person contesting the election of directors must be a Member of the Company at the time of filing his / her consent unless such person is representing a Member which is not a natural person.
3. A signed declaration confirming that:
 - a. He / she is aware of his / her duties and powers under the Act, the Listed Companies (Code of Corporate Governance) Regulations, 2019, the Rule Book of Pakistan Stock Exchange Limited, Memorandum and Articles of Association of the Company and other relevant laws and regulations.
 - b. He / she is not ineligible to become a director of a listed company under the provisions of the Act, the Listed Companies (Code of Corporate Governance) Regulations, 2019 and other applicable laws / regulations.



4. A detailed profile along with his/her address for placement on the Company's website as required under SRO 1196 (I)/2019 dated October 03, 2019.
5. Detail of other directorships held.
6. Copy of valid CNIC or Passport (in case of a foreign national) along with NTN and Folio Number / CDC Account or Sub Account number.
7. The following additional documents are required to be submitted by the candidates intending to contest the election as independent Director:
 - a) Declaration of independence under Regulation 6(3) of the Listed Companies (Code of Corporate Governance) Regulations, 2019.
 - b) Undertaking on non-judicial stamp paper that he/she meets the requirements of Regulation 4(1) of the Companies (Manner and Selection of Independent Directors) Regulations, 2018.
8. After the contestants file their notice / intention to stand for elections as an independent director, the Company shall ensure following criteria for choosing the appointee for appointment as independent director:
 - a) Inclusion of name of independent directors in the data bank maintained by Pakistan Institute of Corporate Governance (PICG) duly authorized by SECP.
 - b) Respective competencies, diversity, skill, knowledge and experience of the election contestants shall be assessed.
 - c) The company shall exercise due diligence before selecting a person from the data bank that the contestant meets the independence criteria as mentioned in Section 166(2) of the Companies Act, 2017.

The final list of candidates contesting the election will be circulated not later than seven (7) days before the date of the EOGM in terms of Section 159(4) of the Act. The website of the Company will be updated with the required information and Directors' profile.



Proxy Form

I / We _____

of _____ being a member of ENGRO POWERGEN QADIRPUR LIMITED and holder of

(Number of Shares)

Ordinary Shares as per share Register Folio No. _____ and/

or CDC Participant I.D. No. _____ and Sub Account No. _____, hereby

appoint _____ of _____ or failing him / her _____

_____ of _____

as my proxy to vote for me / us and on my / our behalf at the Extraordinary General Meeting of the Company to be held on the 14th day of October, 2025 and at any adjournment thereof.

Signed this _____ day of _____ 2025.

WITNESSES:

1) Signature: _____

Name: _____

Address: _____

CNIC No : _____

Or Passport No : _____

2) Signature: _____

Name: _____

Address: _____

CNIC No : _____

Or Passport No : _____

Signature

Signature should agree with the specimen
registered with the Company

Note:

Proxies in order to be effective, must be received by the Company not less than 48 hours before the meeting. A Proxy holder may not need to be a member of the Company.

CDC Shareholders and their proxies are each requested to attach an attested photocopy of their Computerized National Identity Card or Passport with this proxy form before submission to the Company.



پراکسی فارم

میں رہم _____ کی طرف _____

_____ سے _____ بحیثیت اینگریڈیو پاور جن قادر پور لمیٹید کے رکن، اور _____ (حصص کی تعداد) _____ عمومی حصص یافتہ جن کی مالیت فی حصص _____

رجسٹرڈ فوئیو نمبر _____ اور / یا سی ڈی سی participant آئی ڈی نمبر _____ اور ذیلی اکاؤنٹ نمبر _____ اپنی دانست میں _____

_____ کی طرف سے _____ کو بطور پراکسی تعینات کرتا ہوں میری / ہماری طرف غیر معمولی اجلاس میں شرکت کریں اور _____

ووٹ دیں جو بتاریخ 14 اکتوبر، 2025 کو منعقد کیا جائے گا

دستخط _____ مورخہ / تاریخ _____ / 2025-

گواہان:

۱- _____ دستخط :

_____ نام :

_____ پتہ :

کمپیوٹرائزڈ قومی شناختی کارڈ نمبر : _____

پاسپورٹ نمبر : _____

دستخط شیئر ہولڈر
دستخط کمپنی میں کئے جانے والے دستخط سے مماثلت رکھتے ہوں

۲- _____ دستخط :

_____ نام :

_____ پتہ :

کمپیوٹرائزڈ قومی شناختی کارڈ نمبر : _____

پاسپورٹ نمبر : _____

نوٹ : پراکسیوں بھیجنے کی صورت میں پراکسی فارم کمپنی کو سالانہ عام اجلاس کے انعقاد سے 48 گھنٹے پہلے تک کمپنی کو موصول ہو جانے چاہیں۔ منتخب پراکسی کمپنی کا ممبر نہیں ہونا چاہیے۔

سی ڈی سی شیئر ہولڈرز اور ان کی نمائندہ پراکسی کو اپنی اصل قومی شناختی کارڈ کی یا پاسپورٹ کی منظور شدہ کاپی اس فارم کے ساتھ کمپنی کو بھیجینی ہے