

engro powergen qadirpur

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Eleventh Extraordinary General Meeting of Engro Powergen Qadirpur Limited (the "Company") will be held at Engro Leadership Academy, Karachi School of Business & Leadership, National Stadium Road, Opp. Liaquat National Hospital, Karachi on Monday, October 14, 2019 at 10 a.m. to transact the following business:

A) Ordinary Business

- 1) To elect seven (7) Directors in accordance with the Companies Act, 2017. The retiring Directors are Mr. Ahsan Zafar Syed, Mr. Shabbir Hashmi, Mr. Shahid Hamid Pracha, Ms. Aliya Yusuf, Mr. Javed Akbar, Mr. Vaqar Zakaria, Mr. Hasnain Mochhala and Mr. Mohammad Saqib.

N.B.

- 1) The Share Transfer Books of the Company will be closed from Monday, October 7, 2019 to Monday, October 14, 2019 (both days inclusive). The transfers received in order at the office of the Company's share registrar, M/s. FAMCO Associates (Private) Limited, 8-F, near Hotel Faran, Block 6, PECHS, Shahrah-e-Faisal, Karachi-PABX Nos: (92-21) 34380101-5 and e-mail: info.shares@famco.com.pk by the close of business (5:00 p.m.) on Friday, October 4, 2019 will be treated to have been in time for the purpose to attend and vote at the meeting.
- 2) A member entitled to attend and vote at this meeting 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 such rights, as respects attending, speaking and voting at the meeting as are available to a member. Proxy forms, in order to be effective, must be received by the Company not less than forty-eight (48) hours before the meeting. A proxy need not be a member of the Company.
- 3) In case of individuals, the account holder or sub account holder whose registration details are uploaded as per the CDC regulations, shall authenticate his/her identity by showing his/her original computerized national identity card (CNIC) or original passport at the time of attending the Extraordinary General Meeting.
- 4) In case of a corporate entity, the Board of Directors' resolution / power of attorney with specimen signature of the nominee shall be produced at the time of Extraordinary General Meeting unless it has been provided earlier.
- 5) The term of the office of the present Board of Directors of the Company will expire on October 14, 2019. In terms of Section 159(1) of the Companies Act, 2017 (the "Act"), the Board of Directors in its meeting held on August 2, 2019 has fixed the number of elected Directors at seven (7) to be elected in the Extraordinary General Meeting of the Company for a period of three (3) years.
- 6) Any person who seeks to contest the election to the office of a Director, whether he/she is a retiring director or otherwise, shall file the following documents with the Company Secretary at the Registered Office of the Company located at 16th floor, Harbor Front Building, HC # 3, Marine Drive, Block 4, Clifton, Karachi not later than fourteen (14) days before the date of Extraordinary General Meeting:
 - a) Consent to act as director of the Company along with consent on Form 28 prescribed under the Act.
 - b) A detailed profile along with office address as required under SECP SRO 634(1)2014 dated July 10, 2014.
 - c) Declaration under Clause 3 of the Listed Companies (Code of Corporate Governance) Regulations 2017.
 - d) Declaration that he/she is not ineligible to become a director in terms of Section 153 of the Act.
 - e) A director must hold one (1) qualifying share of the Company at the time of filing of his / her consent to act as director. The aforesaid requirement shall not be applicable for instances mentioned in the proviso to Section 153(i) of the Companies Act 2017.
 - f) Independent Director(s) must meet the criteria laid down in Section 166 of the Act, and the Companies (Manner and Selection of Independent Directors) Regulations 2018; accordingly the following additional documents are to be submitted by the candidates intending to contest election of directors as an independent director:
 - Declaration by Independent Director(s) under Clause 6(2) of the Listed Companies (Code of Corporate Governance) Regulation 2017.
 - 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.
- 7) Pursuant to the 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 voting rights 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.

Consent for Video Conference Facility

In compliance with Section 134(1)(b) of the Companies Act, 2017, if the Company receive consent from members holding aggregate 10% or more shareholding residing at geographical location to participate in the meeting through video link facility at least 10 days prior to the date of general meeting, the Company will arrange video link facility in that city. To avail this facility, please provide following information and submit to registered address of the Company.

The Company will intimate members regarding venue of video conference facility at least 5 days before the date of the general meeting along with complete information necessary to enable them to access the facility.

I/We, _____ of _____ being a member of Engro Powergen Qadirpur Limited, holder of _____ Ordinary Shares as per Register Folio No. _____ hereby opt for video conference facility at _____

Signature of member

By the order of the Board

Karachi
August 2, 2019

Khawaja Haider Abbas
Company Secretary