



Mari Petroleum Company Limited

21 Mauve Area, 3rd Road, G-10/4, Islamabad-44000, Pakistan.
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www.mpcl.com.pk

NTN: 1414673-8

GST No. 07-01-2710-039-73

Thru Courier
Ref: CAD/2018/430
September 26, 2018

The General Manager
Pakistan Stock Exchange Limited
Stock Exchange Building
Stock Exchange Road
Karachi

Subject: **Notice of Annual General Meeting - October 18, 2018**

Dear Sir,

Enclosed please find a copy of the notice of Annual General Meeting of Mari Petroleum Company Limited to be held on October 18, 2018. The notice will be published in the newspapers on September 27, 2018.

Very truly yours


Assad Rabbani
GM Corp. Affairs/Company Secretary

Encls: As stated.



Daharki Field Office

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Karachi Liaison Office

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Quetta Liaison Office

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MARI PETROLEUM COMPANY LIMITED

21-Mauve Area, 3rd Road, Sector G-10/4, Islamabad, Pakistan, www.mpcl.com.pk

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 34th Annual General Meeting of the Shareholders of Mari Petroleum Company Limited will be held on Thursday, October 18, 2018 at 10:00 am at the Registered Office of the Company situated at 21 -Mauve Area, 3rd Road, Sector G-10/4, Islamabad to transact the following business:

Ordinary Business

1. To receive, consider and adopt the Audited Accounts of the Company for the year ended June 30, 2018 together with the Directors' and Auditors' reports thereon.
2. To approve, as recommended by the Board of Directors, the payment of final dividend @ Rs.2.50 per share (25%) for the financial year ended June 30, 2018. This is in addition to interim dividend @ Rs.3.50 per share (35%) already paid.
3. To appoint Auditors for the year 2018-19 and fix their remuneration.
4. Any other business with the permission of the Chair.

Special Business

5. To approve the issue of bonus shares in the ratio of one share for every ten shares held (i.e., 10%) as recommended by the Board of Directors in their meeting held on August 30, 2018; and if thought fit, pass the following Resolution as Ordinary Resolution.

RESOLUTION

"RESOLVED that a sum of Rs. 110,250,000/- (One Hundred Ten Million Two Hundred Fifty Thousand Only) out of the Reserves of the Company available for appropriation as at June 30, 2018, be capitalized and applied for the issue of 11,025,000 (Eleven Million Twenty Five Thousand) ordinary shares of Rs.10/- each as fully paid bonus shares to the members of the Company whose names will appear on the Register of Members as at the close of business on October 11, 2018 in proportion of one share for every ten shares held (i.e. 10%) and that such shares shall rank pari passu in every respect with the existing ordinary shares of the Company.

FURTHER RESOLVED that the fractional entitlement of the members shall be consolidated into whole shares and sold in the Stock Exchange. The sale proceeds thereof will be donated as deemed appropriate, by the Board.

FURTHER RESOLVED that the bonus shares to be issued against 5% Bonus Shares which are already withheld and subjudice before Sindh High Court be withheld by the Company till the final decision of SHC in the matter.

FURTHER RESOLVED that the Company Secretary be and is hereby authorized and empowered to give effect to this resolution and to do or cause to do all acts, deeds and things that may be necessary or required for the issue, allotment and distribution of bonus shares."

A statement under Section 134(3) of the Companies Act, 2017, pertaining to the Special Business referred above is annexed to this Notice.

Islamabad

September 26, 2018

Notes:

1. The Share Transfer Books of the Company will remain closed from October 12, 2018 to October 18, 2018 (both days inclusive). Transfers, in order, received at the Company's Shares Registrar, M/s Corplink (Pvt) Limited, Wings Arcade, 1-K Commercial, Model Town, Lahore, at the close of business on October 11, 2018 will be treated as in time for the purpose to determine the entitlement for the payment of Final Dividend, issue of Bonus Shares and to attend the Annual General Meeting (AGM).
2. A member entitled to attend and vote at the AGM may appoint a person/representative as Proxy to attend and vote on his behalf at the AGM. The instrument of Proxy duly executed in accordance with the Articles of Association of the Company must be received at the Registered Office of the Company situated at 21-Mauve Area, 3rd Road, Sector G-10/4, Islamabad not less than 48 hours before the time of holding the AGM.
3. The individual members or representatives of corporate members of the Company in CDC must bring original Computerized National Identity Card or Passport and CDC Account and Participant ID Numbers to prove identity and verification at the time of AGM. The members in CDC will further have to follow the guidelines as laid down in Circular No.1 dated January 26, 2000 issued by the Securities and Exchange Commission of Pakistan.
4. The requirements pertaining to payment of dividend through electronic mode, joint shareholding proportions, exemption and other provisions of deduction of income tax from dividend, video conference facility, e-voting, dissemination of annual accounts & provision of CNIC copies of the shareholders have been mentioned in the AGM Notice being sent to the Members by post.
5. Members are requested to notify the change, if any in their mailing addresses to the Company's Shares Registrar as soon as possible.
6. For any query/information, the members may contact Company's Corporate Affairs Department, Phone: 051-111-410-410, Email: info@mpcl.com.pk or to the Company's Shares Registrar, M/s Corplink (Pvt) Limited, Wings Arcade, 1-K Commercial, Model Town, Lahore. Phone: 042-35916714, 042-35916719. Email: shares@corplink.com.pk, corplink786@gmail.com.

Statement Under Section 134(3) of the Companies Act, 2017

This statement sets out the material facts concerning the Special Business, given in agenda item No. 5 of the Notice to be transacted at the 34th Annual General Meeting of the Company.

Issue of Bonus Shares

The Directors are of the view that the Company's financial position and its undistributed reserves justify the capitalization of free reserves amounting to Rs. 110,250,000/- (One Hundred Ten Million Two Hundred Fifty Thousand Only) out of the Reserves of the Company available for appropriation as at June 30, 2018, be capitalized and applied for the issue of 11,025,000 (Eleven Million Twenty Five Thousand) ordinary shares of Rs.10/- each as fully paid bonus shares in the ratio of one bonus share for every ten ordinary shares held (i.e. 10%). The Directors directly or indirectly are not personally interested in this issue except to the extent of their shareholding in the Company.

Pursuant to Rule 6 (iii) of the Companies (Issue of Capital) Rules, 1996, the Auditors have certified that the Free Reserves retained after the issue of the bonus shares will not be less than 15% of the enhanced Paid-up Capital after the issue of 11,025,000 bonus shares of Rs.10/- each.

By order of the Board
Assad Rabbani
Company Secretary

Mari Petroleum Company Limited
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