

AGRO ALLIANZ LIMITED

Unity Tower, Plot # 8 C, Block-6, P.E.C.H.S, Karachi 75400

PHONE # +92 21 34373605-7

FAX # +92 21 34373608

Email: info@agroallianz.com.pk

October 03, 2018

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

Dear Sir,

Notice of Annual General Meeting

Please find enclosed herewith a copy of the Notice of the Annual General Meeting of Agro Allianz Limited to be held on Wednesday, October 24, 2018 at 06:00 p.m. at Regent Plaza Hotel and Convention Centre, Main Shahreh-e-Faisal, Karachi for your information and Record.

Kindly acknowledge the receipt.

Yours truly,


Yousuf Hamdani
Company Secretary



CC:

The Executive Director
Corporate Supervision Department
Securities and Exchange Commission of Pakistan
Blue Area, Islamabad

The Head of Operations
Central Depository Company of Pakistan Limited
CDC House, 99-B, S.M.C.H.S, Main Shahreh-e-Faisal,
Karachi

The Joint Registrar
Company Registration Office
Securities and Exchange Commission of Pakistan
4th floor, State life Building No. 02
Wallace

Encl a.a

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NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given to all the members of Agro Allianz Limited that the 48th Annual General Meeting of Agro Allianz Limited will be held on **Wednesday, October 24, 2018 at 06:00 p.m.** at Regent Plaza Hotel and Convention Centre, Main Shahreh-e-Faisal, Karachi, to transact the following businesses:

Ordinary Business:

1. To receive, consider and adopt the audited financial statements of the company for the twelve months period ended 30th June, 2018 together with the Directors' and Auditors' Reports thereon.
2. To appoint auditors for the next financial year ending June 30, 2019 and fix their remuneration. The present auditors, M/s S. M. SUHAIL & CO., Chartered Accountants, retire and being eligible, offer themselves for re-appointment. However, the management has received a letter from one of the member proposing the name of M/s. EY FORD RHODES, Chartered Accountants to be considered for appointment in the Annual General Meeting of the Company.

Special Business:

3. To approve transmission of annual audited financial statements, auditor's report and directors' report etc. ("Annual Audited Accounts") along with notice of general meeting to the shareholders of Agro Allianz Limited at their registered address in soft form i.e. CD/DVD/USB instead of transmitting the same in hard copies from the year ending June 30, 2019 as notified by SECP vide its SRO no. 470 (1) 2016 dated May 31, 2016 and if thought fit to pass the following resolution as special resolution.

"RESOLVED THAT transmission of annual audited financial statements, auditor's report and directors' report etc. ("Annual Audited Accounts") along with notice of general meeting to the members of the Company at their registered address in soft form i.e. CD/DVD/USB instead of transmitting the same in hard copies from the year ending June 30, 2019 as notified by SECP vide its SRO no. 470 (1) 2016 dated May 31, 2016 be and is hereby approved."

A statement of material facts under Section 134 (3) of the Companies Act, 2017 pertaining to Special Business along with the special resolution proposed to be passed , are being sent to the shareholders with the notice.

Other Business:

4. To transact any other business as may be placed before the meeting with the permission of the Chair.

Dated: October 03, 2018

Place: Karachi

By Order of the Board

Yousuf Hamdani
Company Secretary



Notes:

- i) The Share Transfer Books of the Company shall remain closed from October 18, 2018 to October 24, 2018 (both days inclusive) for determining the entitlement of shareholders for attending the Annual General Meeting.
- ii) Physical Transfers received by the Company at the close of business on October 17, 2018 will be treated as being in time for the purpose of attending the meeting.
- iii) Members entitled to attend and vote at the Annual General Meeting may appoint a proxy to attend, speak and vote on him /her behalf. The proxy need not to be a member of the Company.
- iv) Forms of proxy to be valid must be properly filled in/ executed and received by the company not later than forty eight hours before the commencement of the meeting.
- v) Shareholders who have deposited their shares into the Central Depository Company of Pakistan Limited will further have to follow the guidelines as laid down in Circular 1 dated January 26, 2000 issued by the Securities and Exchange Commission of Pakistan. Such shareholders must bring their original Computerized National Identity Card (CNIC) or Original Passport at the time of attending the meeting. If proxies are granted by such shareholders the same must be accompanied with attested copies of the CNIC or the Passport of the beneficial owners. Additionally, (i) the proxy form shall be witnessed by two persons whose names, addresses and CNIC numbers shall be mentioned on the form; (ii) attested copies of CNIC or the passport of the proxy shall be furnished with the proxy form; and (iii) the proxy shall produce his / her original CNIC or original passport at the time of the meeting.
- vi) In case of a corporate entity, the Board of Directors' resolution / power of attorney with specimen signatures of the nominee shall be produced (unless it has been provided earlier) at the time of the meeting. If proxies are granted by such corporate shareholders the same must be accompanied with the Board of Directors' resolution / power of attorney with specimen signatures.
- vii) Members are requested to immediately notify any change in their addresses to the Company's registrar and share transfer agent.

- viii) Pursuant to SECP Circular No 10 of 2014 dated May 21, 2014, if Company receives consent from members holding aggregate 10% or more shareholding residing in a geographical location to participate in the meeting through video conference at least 5 days prior to the date of Annual General Meeting. The Company will arrange video conference facility in that city subject to availability of such facility in that city. To avail this facility please provide the following information to the Share Registrar Office of the Company i.e. F.D. Share Registrar Services (SMC-Pvt.) Limited Office No. 1705, 17th Floor, Saima Trade Tower-A, I. I. Chundrigar Road, Karachi.

I/We, of being a member of Agro Allianz Limited, holder of Ordinary Share(s) as per Register Folio No. _____ hereby opt for video conference facility at (Please insert name of the City)

Signature of member

Statement of Material Facts under Section 134 (3) of the Companies Act, 2017 pertaining to Special Business

Transmission of Annual Accounts by CD/DVD/USB

Securities and Exchange Commission of Pakistan ("SECP") has vide S.R.O 470(1)2016 dated May 31, 2016 allowed the companies to circulate the annual reports including annual audited accounts, notices of annual general meetings and other information contained therein of the Company to its members through CD/DVD/USB subject to consent of the shareholders in the general meeting. This will save time and expenses incurred on printing of the annual report.

The Company shall provide the hard copies of the aforesaid documents to the shareholders on demand, free of cost, within one week of such demand. After approval of the shareholders, the Company shall place a Standard Request Form on its website to communicate their need of hard copies of the documents along with postal and email address of the Company Secretary / share registrar to whom such requests shall be made.

The directors, sponsors, majority shareholders of the company and their relatives have no vested interest, directly or indirectly in the above mentioned Special Business.