



Notice of Extraordinary General Meeting Byco Petroleum Pakistan Limited

Notice is hereby given that the Extraordinary General Meeting ("**Meeting**") of Byco Petroleum Pakistan Limited will be held on Thursday, 25th July 2019 at 9:30 am at Jasmine Hall, Beach Luxury Hotel, Lalazaar, Karachi, to transact the following ordinary businesses:

ORDINARY BUSINESS

1. To confirm the minutes of the 24th Annual General Meeting of the Company held on 26th November 2018.
2. To elect 07 directors of the Company as fixed by the Board of Directors pursuant to Section 159(1) of the Companies Act, 2017 (the "**Act**") for a term of three years. The following retiring directors are eligible for re-election:
 - (i) Mr. Amir Abbassciy;
 - (ii) Mr. Akhtar Hussain Malik;
 - (iii) Mr. Tabish Gauhar;
 - (iv) Syed Arshad Raza;
 - (v) Mr. Mohammad Wasi Khan;
 - (vi) Mr. Muhammad Yasin Khan; and
 - (vii) Mr. Shah Arshad Abrar.
3. To transact any other business with the permission of the Chair.

By Order of the Board


Majid Muqtadir
Company Secretary

3rd July 2019
Karachi

NOTES:

Closure of Share Transfer Books

The register of members and the share transfer books of the Company will remain closed from Wednesday, 17th July 2019 until Thursday, 25th July 2019 (*both days inclusive*).

Participation in the Meeting

Only persons whose names appear in the register of members of the Company as on Tuesday, 16th July 2019, are entitled to attend, participate in, and vote at the Meeting.

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A member entitled to attend and vote may appoint another member as proxy to attend and vote on his / her behalf, however, for the purpose of E-Voting a non-member may also be appointed and act as proxy. Proxies must be received at the registered office of the Company not less than 48 hours before the time for holding the Meeting. A form of proxy is enclosed.

Guidelines for Central Depository Company of Pakistan Limited ("CDC") Account Holders

CDC account holders should comply with the following guidelines of the SECP:

For Attendance

- a) Individuals should be account holder(s) or sub-account holder(s) and their registration details should be uploaded according to CDC regulations and must establish their identity at the time of the Meeting by presenting their original Computerized National Identity Card ("CNIC") or passport.
- b) Unless provided earlier, corporate entities must at the time of the Meeting produce a certified copy of a resolution of their Board of Directors or a Power of Attorney, bearing the specimen signature of the attorney.

For Appointing Proxies

- a) Individuals should be account holder(s) or sub-account holder(s) whose registration details should be uploaded according to CDC regulations and their proxy forms must be submitted at the registered office of the Company not less than 48 hours before the time for holding the Meeting.
- b) The proxy form must be attested by two persons whose names, addresses and CNIC numbers must be specified therein.
- c) Attested copies of the CNIC or passport of the beneficial owner and the proxy must be provided along with the form of proxy.
- d) Proxies must at the time of the Meeting produce their original CNIC or passport.
- e) Unless provided earlier, corporate entities must at the time of the Meeting produce a certified copy of a resolution of their Board of Directors or a Power of Attorney, bearing the specimen signature of the attorney.

Dividend Bank Mandate

Members may authorize the Company to credit his / her future cash dividends directly into his / her bank account. Members who would like future cash dividends to be credited directly into their bank accounts should mark the 'YES' box below and provide the required information under signature to the Shares Registrar.

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☐ Yes☐ No

Folio Number:	
Name of Shareholder:	
Title of the Bank Account:	
Bank Account Number (IBAN):	
Name of Bank:	
Name of Bank Branch and Address:	
Cellular Number of shareholder:	
Landline Number of shareholder:	
CNIC / NTN Number (Attach copy):	

Signature of Member

(Signature must match specimen signature registered with the Company)

Members holding shares in CDC accounts should update their bank mandates, if any, with the respective participants.

Intimation of Change of Address and Zakat Declaration

Members holding share certificates should notify any change in their registered address and, if applicable, submit their non-deduction of zakat declaration form to the Shares Registrar.

Members holding shares in CDC / participant accounts should update their addresses and, if applicable, submit their non-deduction of zakat declaration form to the CDC or the respective participants / stockbrokers.

Submission of CNIC Copies

A list of members who have not submitted copies of their CNICs be viewed on the Company's website www.byco.com.pk.

Video Conference Facility

Members can also avail video conference facility at Lahore and Islamabad. In this regard, please fill the requisite form (available on Company's website www.byco.com.pk) and submit to registered address of the Company 10 days before holding of the Meeting.

If the Company receives consent from members holding in aggregate 10% or more shareholding residing at a geographical location, to participate in the Meeting through video conference at least 10 days prior to date of the Meeting, the Company will arrange video conference facility in the city subject to availability of such facility in that city.

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

Notice of Intention by Persons Seeking to Contest the Election of Directors

Any person who seeks to contest the election of Directors, must be a member of the Company at the time of filing his / her consent for contesting election of directors except a person representing a member, which is not a natural person. He / she shall file at the Registered Office of the Company, not later than fourteen days before the date of the EGM, a notice of his / her intentions to offer himself / herself for Election of Director in terms of Section 159(3) of the Act, together with:

- (a) Form 28 - Consent to act as director prescribed under section 167 of the Act;
- (b) A detailed profile as required under SECP's SRO 25 (1) 2012, dated 16th January 2012; and
- (c) Declaration confirming that:
 - (i) He / she is member of the company and in the case of having physical shares will mention folio number and in case of member, who has deposited his / her shares into CDC will mention Participant ID number and the account number maintained with the member of stock exchange,
 - (ii) His / her name is borne in the register of national tax payers (except where he / she is a non-resident) mentioning NTN number,
 - (iii) He / she has not defaulted in payment of any loan to a banking company, a DFI or an NBFIs or being a member of stock exchange has not been declared as a defaulter by that stock exchange,
 - (iv) He / she is not ineligible to become a director of a listed company under any applicable laws and regulations,
 - (v) He / she is aware of duties and powers as director under the relevant laws, Memorandum & Articles of Association of the Company and listing regulations of Pakistan Stock Exchange Limited,
 - (vi) He / she is not engaged in the business of brokerage, or is not a spouse of such person or is not a sponsor, director or officer of a corporate brokerage house, and
 - (vii) He / she is not serving as a director in more than five (5) listed companies including this company excluding directorship in listed subsidiaries of listed holding companies.
- (d) In case of independent directors, a separate declaration of Independence in terms of Section 166(2) of the Act as required under Listed Companies (Code of Corporate Governance) Regulations 2017.

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 Section 143 and 144 of the Act 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.

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Statement of Material Facts under Section 166(3) of the Act in respect of Election of Directors

Independent Directors will be elected through the process of election of directors in terms of Section 159 of the Act and they shall meet the criteria laid down under Section 166(2) of the Act.

The present directors are interested to the extent that they are eligible for re-election as Directors of the Company.

The Notice of EGM has been placed on the Company's website www.byco.com.pk in addition to its dispatch to the shareholders.