



PAKISTAN REFINERY LTD.

September 15, 2020

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

ANNUAL GENERAL MEETING

Dear Sir,

This is to inform you that the Annual General Meeting ("AGM") of Pakistan Refinery Limited ("Company") will be held on Wednesday, October 07, 2020 at 10:00 am through video-link facility. Please see the attached Notice of AGM for detailed information.

You may please inform the TRE Certificate Holders of the Exchange accordingly.

Sincerely,

Mustafa Saleemi
Company Secretary



NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Sixtieth (60th) Annual General Meeting of Pakistan Refinery Limited will be held on Wednesday, October 07, 2020 at 1000 hours through video-link facility to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and approve the Audited Financial Statements of the Company for the year ended June 30, 2020 together with the Reports of the Board and the Auditors thereon.
2. To appoint Company's Auditors for the year ending June 30, 2021 and to fix their remuneration.
3. To elect Ten (10) Directors of the Company as fixed by the Board of Directors in their Meeting held on July 16, 2020 in accordance with the provisions of the Companies Act 2017 for a period of three years commencing October 08, 2020.

The retiring Directors are:

- 1) Syed Asad Ali Shah
- 2) Mr. Abdul Jabbar Memon
- 3) Mr. Aftab Husain
- 4) Mr. Babar Hamid Chaudhary
- 5) Mr. Mirza Mahmood Ahmad
- 6) Mr. Mohammad Zubair
- 7) Syed Jehangir Ali Shah
- 8) Syed Muhammad Ali
- 9) Syed Muhammad Taha
- 10) Ms. Tara Uzra Dawood

ANY OTHER BUSINESS

4. To transact any other business with the permission of the Chair.

By Order of the Board

Mustafa Saleemi
Company Secretary

Karachi:
Date: September 15, 2020



NOTES:

1. In accordance with the provisions of the Companies Act, 2017, the Annual Report containing the Annual Audited Financial Statements for the year ended June 30, 2020 is available on the Company's website.
2. Due to the COVID-19 situation, the Securities and Exchange Commission of Pakistan ("SECP"), in terms of its Circular No.5 and Circular No. 25 of 2020, has advised companies to modify their usual planning for general meetings for the safety and wellbeing of shareholders and the public at large with minimal physical interaction. Hence, the proceedings of the meeting will be carried out through video-link facility. In order to attend the Meeting through such facility, the Members are requested to get themselves registered as provided in Note 3 hereof.
3. The Members are requested to get themselves registered for video-link facility not later than 72 hours before the meeting by providing the following information to the contact details stated at bottom of this Note 3; in case of the information sent through courier, the same should be received at Company's registered office by October 01, 2020:

Full Name	CNIC No.	Folio/CDS No.	Email Address	Cell No.

The video-link for the meeting will be sent to the Members on their provided email addresses enabling them to attend the meeting on the given date and time. The login facility will remain open from 9:30 am till the end of meeting. In case of any suggestions or comments for the agenda items, the Members may send the same at the email address mentioned below:

Pakistan Refinery Limited

P.O. Box 4612, Korangi Creek Road, Karachi-75190

Telephone: +92 21 35092632 (Direct) / +9235122131-40 (Ext: 265)

WhatsApp: +92 3018245944

Email: corporatelegal@prl.com.pk

4. The Share Transfer Books of the Company will be closed from Thursday, October 01, 2020 to Wednesday, October 07, 2020 (both days inclusive). Transfers should be received at the Share Registrar Office by close of business on Wednesday, September 30, 2020. The Members whose names are appearing in the Register of Members at the end of September 30, 2020 are entitled to attend, participate and vote at the Meeting.
5. Individual Members who have not yet submitted a copy of their valid Computerized National Identity Card (CNIC) to the Company are once again requested to send a copy of their valid CNIC at the earliest directly to the office of Share Registrar of the Company, FAMCO Associates (Private) Limited, 8-F, near Hotel Faran, Nursery, Block-6, P.E.C.H.S, Shahr-e-Faisal, Karachi ("Share Registrar Office"). Corporate Members are requested to provide their National Tax Number (NTN) and folio number. In case of non-receipt of the copy of a valid CNIC or NTN (as

the case may be), the Company would be unable to comply with the requirements of the Companies Act, 2017 and SROs issued thereunder.

6. A Member entitled to attend and vote at the Meeting may appoint another Member as his/her proxy to attend, speak and vote at the Meeting on his/her behalf through video-link. The instrument appointing proxy, as per the format available at Company's website, must be submitted at the Share Registrar Office not less than 48 hours before the time of the Meeting.
 7. The Members are requested to notify the Company if there is any change in their addresses immediately; in case of physical shares, to the Company/Share Registrar and for CDC shares, to respective Central Depository System (CDS) Participants.
 8. The Members are also required to attach the copy of their CNIC and, where applicable, copy of CNIC of Member(s) of whom he/she/they hold proxy(ies), while sending the information with reference to Note 3 hereof. Without copy of CNIC, such Member(s) shall not be registered for the video-link facility.
 9. Transmission of Annual Financial Statements through email: In pursuance of the directions given by SECP, those Members who desire to receive Annual Financial Statements in future through email instead of receiving the same by post are advised to give their formal consent along with their valid email address on a Standard Request Form which is available at the Company's website i.e. <http://www.prl.com.pk> and send the said form duly filled in and signed along with a copy of his/her valid CNIC/Passport at the Share Registrar Office. Please note that giving email address for receiving of Annual Financial Statements instead of receiving the same by post is optional, in case you do not wish to avail this facility please ignore this note.
 10. For Election of Directors, any person who seeks to contest the Election shall, whether he/she is a retiring director or otherwise, send his/her the nomination for Election, duly signed by the Member or Members making the nomination or by their duly authorised representative, to the Company at its registered office, Pakistan Refinery Limited, P.O. Box # 4612, Korangi Creek Road, Karachi 75190, Pakistan, which should be received not less than fourteen (14) clear days before the date of the Meeting in terms of Section 159(3) of the Companies Act, 2017.
 11. Every nomination of a candidate for Election must be accompanied with the following documents:
 - (a) Consent of the candidate to act as director in Form 28, duly completed and signed by the candidate, as required by the Companies Act 2017;
 - (b) Declaration of the candidate for being compliant with the requirements of the Listed Companies (Code of Corporate Governance) Regulations, 2019 and the eligibility criteria as set out in the Companies Act 2017 to act as director of the listed companies;
 - (c) Confirmation of the candidate that he/she is not serving as director in more than seven listed companies simultaneously, provided that his/her limit shall not include the directorship in the listed subsidiary; and
 - (d) A detailed profile of the candidate along with copy of valid CNIC, contact details and office address.
 - (e) In case of an independent director, a declaration of the candidate as per the Listed Companies (Code of Corporate Governance) Regulations, 2019.
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Potential candidates may contact the Company Secretary, at mustafa.saleemi@prl.com.pk for any queries or assistance on the above.

12. SECP has allowed companies to circulate the Annual Report to its Members through CD/DVD/USB at their registered addresses. In view of the above, the Company has sent its Annual Report to its Members in the form of DVD. Any Member requiring printed copy of Annual Report may send a request using a Standard Request Form placed on Company's website.
13. Voting through Postal Ballot Members may exercise their right to vote as per provisions of the Companies (Postal Ballot) Regulations, 2018, subject to the requirements of Section 143 and 144 of the Companies Act, 2017. Further details in this regard will be communicated to the shareholders within legal time frame as stipulated under these said Regulations, if required.
