



AGP-Sec./ 183
April 05, 2021

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

Subject: NOTICE OF ANNUAL GENERAL MEETING FOR THE YEAR ENDED DECEMBER 31, 2020

Dear Sir,

Enclosed please find a copy of the Notice of 7th Annual General Meeting to be held on April 26, 2021.

Further to our announcement of Financial Results for the year ended December 31, 2020, dated February 26, 2021, we would like to inform you that the closure of Share Transfer Book of the Company has been revised and will remain closed from April 20, 2021 to April 26, 2021 (both days inclusive).

Transfers received in order at the office of our Registrar, namely CDC Share Registrar Services Limited situated at CDC House, 99-B, Block B, S.M.C.H.S. Main Shahrah-e-Faisal, Karachi - 74400 by the close of business (5:00 p.m.) on April 19, 2021 will be treated as being in time for the purposes of payment of final cash dividend to the transferees and to attend and vote at the Meeting.

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

Yours Sincerely,

Umair Mukhtar
Company Secretary

Encl: As above

NOTICE OF 7TH ANNUAL GENERAL MEETING

NOTICE is hereby given that the 7th Annual General Meeting (Meeting) of the shareholders of AGP Limited (the Company) will be held on Monday, April 26, 2021 11:30 A.M. at Beach Luxury Hotel, Moulvi Tamizuddin Khan Road, Karachi, to transact the following business:

ORDINARY BUSINESS

1. To confirm the minutes of Extraordinary General Meeting held on April 02, 2021.
2. To consider, approve and adopt the audited financial statements of the Company together with Directors' and Auditors' Reports thereon for the year ended December 31, 2020.
3. To appoint Auditors for the year ending December 31, 2021 and fix their remuneration.
4. To consider and approve the payment of final dividend at the rate of PKR 1 per share (i.e. 10%) as recommended by the Board of Directors.
5. To transact any other business with the permission of the Chair.

By Order of the Board

Karachi.
Dated: April 05, 2021

Umair Mukhtar
Company Secretary

NOTES:

1. Closure of share transfer books

The share transfer books of the Company will remain closed from April 20, 2021 to April 26, 2021 (both days inclusive). Transfers received in order at the office of our Registrar, namely CDC Share Registrar Services Limited situated at CDC House, 99-B, Block B, S.M.C.H.S. Main Shahrah-e-Faisal, Karachi - 74400 by the close of business (5:00 p.m.) on April 19, 2021 will be treated as being in time for the purposes of payment of final cash dividend to the transferees and to attend and vote at the Meeting.

2. Appointment of proxy holder

A member of the Company entitled to attend and vote at the Meeting may appoint a proxy to attend and vote on his / her behalf. Proxies in order to be effective must be received at the registered office of the Company or emailed at corp.affairs@agp.com.pk not later than forty-eight (48) hours before the time of holding the Meeting. In calculating the aforesaid time period, no account shall be taken of any day that is not a working day. A member shall not be entitled to appoint more than one proxy.

Proxy form is available at Company's website www.agp.com.pk and also attached at the end of the annual report.

3. Guidelines for CDC Account Holders

Any Individual Beneficial Owner of CDC, entitled to vote at this Meeting, must bring his/her original Computerized National Identity Card (CNIC) to prove identity, and in case of proxy, a copy of shareholder's attested CNIC must be attached with the proxy form. Representatives of corporate members should bring the usual documents required for such purpose.

CDC Account Holders will also have to follow the under mentioned guidelines as laid down in Circular 1 dated January 26, 2000 issued by the Securities and Exchange Commission of Pakistan (SECP).

4. Participation in the Meeting

Keeping in view continuing threats of Covid-19 pandemic and to ensure maximization of members' participation, the SECP, through its Circular No. 04 of 2021 dated February 15, 2021, has advised all listed companies to hold general meetings virtually through video link as a regular feature, till further order, in addition to the requirement of holding physical meeting. Accordingly, in the best health interest of our valued shareholders and to ensure maximum participation, the Company is also providing facility to its valued shareholders to attend the AGM through video link facility.

To attend the AGM through video link, members are requested to register their following particulars by sending an e-mail at corp.affairs@agp.com.pk.

| Folio / CDC account no. | No. of shares held | Name | CNIC NO. | Cell No. | Email address |
|-------------------------|--------------------|------|----------|----------|---------------|
| | | | | | |

The video link and login credentials will be shared with the shareholders whose e-mails, containing all the requested particulars, are received at the given e-mail address by or before the close of business hours (5:00 p.m.) on April 22, 2021. The shareholders are also encouraged to send their comments / suggestions, related to the agenda items of the AGM on the above mentioned e-mail address by the close of business hours (5:00 p.m.) April 22, 2021.

5. Notice of the Meeting and Annual Report

The notice of Meeting along with Annual Report 2020 will also be uploaded on the official website of the Company. Further the same shall also be posted at PUCAR system of Pakistan Stock Exchange Limited and e-mailed to the members who have provided their valid email addresses to the Company or Registrar. Other members who wish to receive the Annual Report 2020 through email may send

us the request at corp.affairs@agp.com.pk as per the standard request form available at the Company's website.

Members are requested to intimate any change in their registered email addresses on a timely manner, to ensure effective communication by the Company.

6. E- Voting

Members can exercise their right to poll subject to meeting of requirement of Section 143 to 145 of the Companies Act, 2017 and applicable clauses of Companies (Postal Ballot) Regulations 2018.

7. Video Conference Facility

Pursuant to Section 132(2) of the Companies Act, 2017, if the Company receives consent from members holding in aggregate ten percent (10%) or more shareholding residing at geographical location, to participate in the meeting through video conference at least seven (7) days prior to the date of meeting, the Company will arrange video conference facility in that city subject to availability of such facility in that city. The Company will intimate members regarding venue of video conference facility at least five (5) days before the date of the Meeting along with complete information necessary to enable them to access such facility. In order to avail this facility please provide the following information to our Registrar:

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

*_____
Signature of member"*

8. Electronic payment of cash dividend

In accordance with the provisions of section 242 of the Companies Act 2017, a listed company is required to pay cash dividend only through electronic mode directly in to the bank account designated by the entitled shareholders. Accordingly, the shareholders are requested to provide the information mentioned on an E-Dividend Mandate Form available at the website of the Company to the Registrar. The CDC account holders must submit their information directly to their broker (participant) / CDC.

As per the provisions of the section 243(3) of the Companies Act, 2017 and Regulation 6 of the Companies (Distribution of Dividends) Regulations, 2017, the Company may withhold the payment of dividend to shareholders who have not provided valid bank details and copy of valid CNIC or NTN.

9. Withholding tax on dividends

In pursuance to section 150 of Income Tax Ordinance, 2001, the rates of deduction of income tax from dividend payments shall be 15% for a person appearing in Active Taxpayers List (ATL) and 30% for a person not appearing in ATL. In case of joint shareholders, tax will be deducted on the basis of shareholding of each shareholder as may be notified by them, in writing as follows, to our Registrar, by the close of business (5:00 p.m.) on April 19, 2021, or if no such notification is received each shareholder shall be assumed to have an equal number of shares:

| Folio / CDS Account No. | Total Shares | Principal shareholder | | Joint shareholder | |
|----------------------------|--------------|-----------------------|---|----------------------|---|
| | | Name and CNIC No. | Shareholding Proportion (No. of Shares) | Name and CNIC No. | Shareholding Proportion (No. of Shares) |
| | | | | | |

Withholding Tax exemption from the dividend income shall only be allowed if a copy of valid tax exemption certificate is made available to the Registrar by close of business (5:00 p.m.) on April 19, 2021.