



AGP-Sec./ 189  
May 19, 2021

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

Subject: **NOTICE OF EXTRAORDINARY GENERAL MEETING**

Dear Sir,

Enclosed please find a copy of the Notice of 3<sup>rd</sup> Extraordinary General Meeting to be held on June 09, 2021 for circulation among the TRE Certificate Holders of the Exchange accordingly.

Yours Sincerely,

Umair Mukhtar  
Company Secretary

Encl: As above

**AGP LIMITED**  
**NOTICE OF 3<sup>RD</sup> EXTRAORDINARY GENERAL MEETING**

**NOTICE** is hereby given that the 3<sup>rd</sup> Extraordinary General Meeting (Meeting) of the Shareholders of AGP Limited (the Company) will be held on Wednesday, June 9, 2021 at 11:00 a.m. virtually through a video-link facility to transact the following business:

**ORDINARY BUSINESS**

1. To confirm minutes of the 7<sup>th</sup> Annual General Meeting held on April 26, 2021.
2. To elect Directors of the Company for a term of three (3) years commencing from June 9, 2021, in accordance with the provisions of the section 159 of the Companies Act, 2017.
  - a) Pursuant to section 159(1) of the Companies Act, 2017, the Board of Directors through a resolution passed in their meeting held on April 28, 2021 have fixed the number of Directors at seven (7).
  - b) Pursuant to section 159(2)(b) of the Companies Act, 2017, the names of retiring Directors are as follows:
    - i. Mr. Tariq Moinuddin Khan
    - ii. Mr. Naved Abid Khan
    - iii. Mr. Zafar Iqbal Sobani
    - iv. Mr. Kamran Nishat
    - v. Mr. Mahmud Yar Hiraj
    - vi. Ms. Nusrat Munshi
    - vii. Mr. Muhammad Kamran Mirza
3. To transact any other business with permission of the Chair.

By Order of the Board

Karachi:  
May 19, 2021

**Umair Mukhtar**  
Company Secretary

**Notes:**

**a. Closure of Share Transfer Books**

The share transfer books of the Company will remain closed from June 03, 2021 to June 9, 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 hours on June 02, 2021 will be treated as being in time for the purpose to attend and vote at the Meeting.

**b. 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](mailto: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](http://www.agp.com.pk).

**c. 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).

**d. Election of Directors**

Any person who seeks to contest election to the office of Director must be a member of the Company at the time of filing of his / her consent for contesting election of Directors except a person representing a member, which is not a natural person. Such person shall, whether he / she is a retiring Director or otherwise, file with the Company following documents at the registered office / Registrar of the Company, not later than fourteen (14) days before the date of the Meeting.

- i. A notice of his / her intention to offer himself / herself for the election of Directors under section 159(3) of the Companies Act, 2017;
- ii. Consent to act as a Director in Form 28 under section 167 of the Companies Act, 2017;
- iii. Detailed profile along with his / her office address as required under SRO 1196(I) / 2019 dated October 3, 2019 of SECP;
- iv. Declaration in respect of being compliant with the requirements of the Listed Companies (Code of Corporate Governance) Regulations, 2019 and that he / she is not ineligible, as set out in Section 153 of the Companies Act, 2017, to act as a Director or an Independent Director of a listed Company;
- v. Independent Director(s) shall meet the criteria laid down in Section 166 of the Companies Act, 2017 and the Companies (Manner and Selection of Independent Directors) Regulations, 2018. Accordingly, the following additional documents are to be submitted by the candidates intending to contest election of Directors as an Independent Director:
  - Declaration by Independent Director under Clause 6(3) of the Listed Companies (Code of Corporate Governance) Regulations, 2019;
  - Undertaking on non-judicial stamp paper that he / she meets the requirements of sub-regulation (1) of Regulation 4 of the Companies (Manner and Selection of Independent Directors) Regulations, 2018.

The list of contesting Directors will be circulated not later than seven (7) days before the date of the Meeting, in terms of Section 159(4). Further, website of the Company will also be updated with the relevant information.

**e. Participation in the Meeting**

Reference to Circular no. 06 of 2021 dated March 3, 2021 issued by SECP and keeping in view rising threats of Covid-19 pandemic in the Country, the Meeting will be held virtually only to secure best health interest of our valued shareholders and ensure maximum participation at the Meeting.

To attend the Meeting through video link, members are requested to register their following particulars by sending an e-mail at [corp.affairs@agp.com.pk](mailto: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 on June 7, 2021. The shareholders are also encouraged to send their comments / suggestions, related to the agenda items of the Meeting on the above mentioned e-mail address by the close of business hours on June 7, 2021.

**f. Video Conference Facility**

In pursuance to Companies Act 2017 and Circular no. 10 of 2014 dated May 21, 2014 issued by SECP, 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 Meeting along with complete information necessary to enable them to access such facility. In order to avail this facility, please submit the following information at the registered office of the Company at least seven (7) days before the date of meeting.

*"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"*

**g. Notice of the Meeting**

The notice of the Meeting will 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.

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

**h. E- Voting**

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

**STATEMENT OF MATERIAL FACTS UNDER SECTION 166(3) OF THE COMPANIES ACT 2017**

Independent Directors will be elected through the process of election of director in terms of section 159 of the Companies Act, 2017 and they shall meet the criteria laid down in Section 166 of the Companies Act, 2017, and the Companies (Manner and Selection of Independent Directors) Regulations 2018.

The present Directors do not have any direct or indirect interest in the above business except they may consent for election of directors.