

Ref. No. HTLL/Corporate/10-2021/002
October 04, 2021

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

Subject: **Newspaper Advertisement FOR NOTICE OF 13th AGM of HTL**

Dear Sir,

Enclosed please find herewith copies of following newspaper clippings in which **NOTICE OF 13th ANNUAL GENERAL MEETING OF HTL** will be published for information to all concerned.

- English Daily Pakistan Observer dated 05/10/2021 (Lahore, Karachi, and Rawalpindi-Islamabad)
- Urdu Daily Nawa e Waqt dated 05/10/2021 (Lahore, Karachi, Rawalpindi-Islamabad, Multan)

Yours Sincerely,

For and on behalf of **Hi-Tech Lubricants Limited**

(Fraz Amjad Khawaja)

Company Secretary & Chief Compliance Officer

Enclosures: As mentioned above



www.hitechlubricants.com



+92-42-111-645-942



+92-42-36311884



info@hitechlubricants.com

OFFICES:

CORPORATE: 1-A Danepur Road, GOR-1, Lahore.

KARACHI: C-6 /1, Street No. 3, Bath Island, Clifton Karachi. Tel: +92- 21-111-645-942, Fax +92-21-35290672.

ISLAMABAD: Suite # 1402, 14th Floor Green Trust Tower, Jinnah Avenue Blue Area, Islamabad Tel: +92-51-111-645-942, Fax: +92-51-2813057.

PESHAWAR: Office No. 280, 3rd Floor, Deans Trade Center Islamia Road, Peshawar, Cantt. Tel: +92-91-5253186-7, Fax: +92-91-5253188.

HI-TECH LUBRICANTS LIMITED

NOTICE OF 13TH ANNUAL GENERAL MEETING

Notice is hereby given that the 13th Annual General Meeting of the shareholders of Hi-Tech Lubricants Limited ("HTL" or the "Company") will be held on Tuesday October 26, 2021 at 11:30 Hours at Lahore through only video link / Zoom application to transact the following businesses:

ORDINARY BUSINESS

- To confirm minutes of 12th Annual General Meeting held on 23.10.2020, as submitted to PSX.
- To receive, consider and adopt the Annual Audited Financial Statements of the Company for the year ended June 30, 2021 together with the Auditor's and Board of Directors' reports thereon.
- To approve and declare final Cash Dividend for the year ended June 30, 2021 at PKR 2 per share (i.e. 20%) (as recommended by the Board of Directors on 10.09.2021) and also the Interim cash dividend at PKR 2 per share (i.e. 20% (already paid), making a total of PKR 4 per share (i.e. 40 %) for the year ended June 30, 2021.
- To appoint Auditors of the Company for the next financial year 2021-22 and to fix their remuneration. The present auditors M/s Riaz Ahmad & Co. Chartered Accountants, retired and being eligible, offer themselves for reappointment as Auditors of the Company.
- To elect ten (10) Directors as fixed by the Board of Directors in accordance with the provisions of section 159 of the Companies Act, 2017 for the next term of three years commencing on October 26, 2021. Names of the retiring directors are: (1) Mr. Shaukat Hassan, (2) Mr. Tahir Azam, (3) Mr. Hassan Tahir, (4) Mr. Muhammad Ali Hassan, (5) Ms. Mavira Tahir, (6) Mr. Faraz Akhtar Zaidi, (7) Mr. Hyukjin Kwon, (8) Dr. Safdar Ali Butt, (9) Syed Asad Abbas Hussain; and (10) Mr. Muhammad Tabassum Munir. All the retiring directors are eligible for re-election.

SPECIAL BUSINESS

- To consider, and if thought fit, to pass the following resolutions with or without modifications as special resolutions, (a) to ratify and approve the transactions carried out with Sabra Hamida Trust (SHT) during the financial year ended June 30, 2021 and (b) & (c) to authorize the Board of Directors to approve all related party transactions carried out and to be carried out with SHT during the year ending June 30, 2022.

(a) "RESOLVED THAT the transactions carried out by the Company with the following related party for the financial year ended June 30, 2021 be and are hereby ratified and approved"

Name(s)	Nature of Transactions	Amount(PKR)
Sabra, Hamida Trust (SHT)	Donations under CSR Policy	18,000,000/-

(b) "FURTEHR RESOLVED THAT the Board of Directors of the Company be and is hereby authorized to approve all transactions up to the amount of PKR 20 Million carried out and to be carried out with above named related party for the financial year ending June 30, 2022."

(c) "FURTEHR RESOLVED THAT the approval of transactions by the Board, within the aforesaid limit of PKR 20 million, shall be deemed to have been approved by the shareholders and the transactions for the year ending June 30, 2022 shall be placed before the shareholders in the next Annual General Meeting for their formal ratification/approval."

- To consider, and if thought fit, to pass the following resolutions with or without modifications as special resolutions (a) to ratify and approve the transactions carried out with wholly owned subsidiary company Hi-Tech Blending (Private) Limited (HTBL) during the financial year ended June 30, 2021 and (b) & (c) to authorize the Board of Directors to approve all related party transactions carried out and to be carried out HTBL during the year ending June 30, 2022;

(a) "RESOLVED THAT the transactions carried out by the Company with wholly owned subsidiary company Hi-Tech Blending (Private) Limited (HTBL) for the financial year ended June 30, 2021 be and are hereby ratified and approved"

Name(s)	Nature of Transactions	Amount (PKR)
Hi-Tech Blending (Private) Limited (HTBL) (Wholly owned subsidiary company of HTL)	Purchase of Lubricants	5,633,323,671
	Sale of lubricants	821,720
	Lease rentals paid	3,000,000/-

(b) "FURTEHR RESOLVED THAT the Board of Directors of the Company be and is hereby authorized to approve all transactions carried out and to be carried out with HTBL for the financial year ending June 30, 2022."

(c) "FURTEHR RESOLVED THAT the approval of transactions by the Board shall be deemed to have been approved by the shareholders and the transactions for the year ending June 30, 2022 shall be placed before the shareholders in the next Annual General Meeting for their formal ratification/approval."

- To consider, and if thought fit, to pass the following resolutions with or without modifications as special resolutions;
- "RESOLVED THAT Issuance of 23,200,800 ordinary shares of PKR 10 each by utilizing PKR 232,008,000/- out of the unappropriated profits of the Company, and allotment of aforesaid shares as Fully Paid Bonus Shares in proportion of One (1) ordinary share for every Five (5) ordinary shares (i.e. 20%) to such of the members of the Company whose names appear on the members' register at the close of business on October 19, 2021 be and is hereby approved;"
- "FURTEHR RESOLVED THAT Above said Bonus Shares rank Pari Passu in all respects with the existing ordinary shares of the Company but not eligible for the Final Cash Dividend as recommended by the Board of Directors of the Company in its meeting held on September 10, 2021;"
- "FURTEHR RESOLVED THAT Fractional shares of entitled members be consolidated into whole shares and be sold through stock exchange and the sale proceeds shall be donated to charitable institution(s);"
- "FURTEHR RESOLVED THAT Any two of the Chief Executive Officer, the Executive Director and the Company Secretary be and are hereby authorized jointly to give effect to above resolutions and to do and/or cause to be done any and all acts, deeds and things that may be necessary, incidental, or required for issuance, allotment and distribution/electronically credit of the said Bonus Shares and payments of sale proceeds of fractional shares."
- To transact any other business with the permission of the Chair.

BY ORDER OF THE BOARD
(FRAZ AMJAD KHAWAJA)
Company Secretary

Lahore,

October 04, 2021

Note: The Statements of Material Facts under Section 134(3) of the Companies Act, 2017 pertaining to the Elections of Directors and Special Businesses of the Notice concerning information as required to be disclosed under applicable provisions of relevant laws and regulations are being sent to shareholders along with printed notice of AGM.

NOTES:

- Book Closure:** The share transfer books of the company will remain closed from **20-10-2021 to 26-10-2021** (both days inclusive). Transfers received in order at the office of the Company's Share Registrar, M/S CDC Share Registrar Services Limited, CDC House, 99-B, Block "B", S.M.C.H.S., Main Shahrah-e-Faisal, Karachi. Telephone: +92 21 111-111-500, Fax: +92 21 34326053, Toll Free: 0800 23275 (CDCPL), Email address: info@cdcsrsl.com, Website: https://www.cdcsrsl.com by the close of business (5:00 PM) on **19-10-2021** will be considered in time to be eligible for the purpose of attending and voting at the 13th Annual General Meeting of HTL (hereinafter referred to in this notice as the "AGM").
- Appointment of Proxy:** A member entitled to attend and vote at the AGM is entitled to appoint another member as a proxy to attend and vote instead of him/her. The instrument appointing a proxy must be received at the Registered Office of the company not less than 48 hours before the time fixed for AGM.
- For Election of Directors:** Any member who seeks to contest election of Directors shall file with the Company at its registered office at 1-A, Danepur Road, GOR-1, Lahore not later than fourteen days before the AGM his / her intention to offer himself/herself for the election of directors in terms of section 159(3) of Companies Act, 2017 together with (A) Consent to act as Director under section 167(1) of the Companies Act, 2017 on a duly filled and signed Form 28, (B) Detailed Profile along with a passport size photograph and complete office address for placement onto the Company's website, (C) Active email address and valid personal cell phone number for electronic correspondence, (D) Details of holding of other offices & directorships in other companies, (E) Declarations in respect of being compliant with requirements of Listed Companies (Code of Corporate Governance) Regulations, 2019 (CCGR 2019), awareness of duties, powers and responsibilities under Companies Act, 2017 (CA2017), Rulebook of Pakistan Stock Exchange Ltd., CCGR 2019, Securities Act, 2015, Memorandum and Articles of Association of the Company and other relevant laws and regulations, (F) Declaration in respect of eligibility criteria as set out in CA2017, to act as director of a listed company, (G) Declaration of Independence in terms of section 166(2) of the Companies Act, 2017, as required under CCGR 2019 (applicable for person filing consent to act as independent director of the Company) (H) Details of Global Beneficial Ownership and Ultimate Beneficial Ownerships and (I) Proof of holding of 500 HTL shares as Qualification Shares, if not already provided and any other important and relevant information.
- Reasons for holding AGM electronically through Video-Link - CORONAVIRUS Contingency Planning For AGM:** In view of the continued threats of Coronavirus Pandemic (COVID-19) as well as the Directives / Instructions / Guidelines of SECP and other Government Dept. / Institutions, listed companies are required to modify their usual planning for general meetings and avoid large gatherings at one place. While prioritising the wellbeing, health and safety of our shareholders, directors and employees, the shareholders, the Company has considered to minimise the physical interaction amongst and decided to hold AGM only through Video Link/Zoom Application while ensuring compliance with the quorum and other legal / regulatory requirements of general meetings. Accordingly, shareholders of HTL are encouraged to participate in AGM electronically through video link / Zoom Application and also encouraged to consolidate their attendance through proxies.
- Online Participation In AGM via ZOOM Application:** The shareholders are encouraged to login and participate in the proceedings of AGM through their own smart phones/computers from their own convenient locations after completing all formalities as required for verification and identification of shareholders. To attend the AGM electronically, the Login facility will be opened about half hour before the start of AGM.
- The shareholders of HTL, who wish to attend the AGM electronically through video link, are requested to register their following particulars by sending an e-mail at info@masgroup.org by or before the close of business hours (5:00 p.m.) on 25-10-2021.

Folio/ CDS Account No.	No. of Shares held	Name of Shareholder	Father's/ Husband's name	CNIC No.	Cell Phone No. with Whatsapp	Active email address

The video link and/or 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 date/time specified above.. For any query regarding procedure /requirements of online participation in AGM, the members may please contact on the above-mentioned e-mail address or at +92 42 111 645 942 during business hours

Online Submission of Comments / Suggestions: The shareholders are also encouraged to send their comments / suggestions in writing, related to the proposed agenda items of the AGM by sending an email at info@masgroup.org by the close of business hours (5:00 p.m.) on 25-10-2021.

Verification and Identification of Participants at AGM: Members who have deposited their shares in the Central Depository System of the Central Depository Company of Pakistan Limited will have to follow the under mentioned guidelines. Each participant shall authenticate his/her identity at online AGM by enabling clear camera of his/her computer device / mobile etc. It is specifically informed that online participants with OFFLINE CAMERA / NO ACTIVE CAMERA will not be allowed to participate in the proceedings of AGM and shall be DISCONNECTED / REJECTED at the option of the Chairman of AGM.

A. For Attending the Meeting:

- In case of Individuals, the account holder and/or sub-account holder whose registration details are uploaded as per the CDC Regulations, shall authenticate his/her identity by submitting online scan/photo of his/her original CNIC/Passport along with Participant ID & Account number at the time of login to the video link/Zoom application for attending online AGM.
- In case of corporate entity, scan/photo of the Board's resolution / power of attorney with specimen signature of the nominee shall be submitted online (unless it has been provided earlier) at the time of login to the video link/Zoom application for attending online AGM.

B. For Appointing Proxies

- In case of individuals, the account holder and/or sub-account holder, whose registration details are uploaded as per the CDC Regulations, shall submit scan/photo of the proxy form as per above requirements.
- The proxy form shall be (i) duly stamped with adhesive revenue tickets of PKR 50/- and (ii) witnessed by two persons, whose names, addresses and CNIC numbers shall be mentioned on the proxy form.
- Attested copies of CNIC or the Passport of beneficial owners and of the proxy shall be furnished with the proxy form.
- The proxy shall submit scan/photo of his original CNIC or Passport at the time of login to the video link/Zoom application for attending online AGM.
- In case of corporate entity, scan/photo of the Board's resolution / power of attorney with specimen signature thereon shall be submitted online (unless it has been provided earlier) along with proxy form to the Company at the time of login to the video link/Zoom application for attending online AGM.

Correspondence by Members: The shareholders must identify themselves by quoting their respective Folio/ CDS Account numbers in all correspondence with the Company and/or its share registrar for any purpose including but not limited to the Online Participation in AGM, Comments & Suggestions on proposed agenda items in AGM / Transfers & Transmissions of shares, and Changes/Updates in CNIC/NICOP/Passport # IBAN/ Correspondence Address / Email Address / Mobile Phone # etc.

Video Conferencing Facility: If the Company receives consent from members holding aggregate 10% or more shareholding, residing in geographical location to participate in the meeting through video conference at least 7 days prior to the date of AGM, the Company will arrange video conference facility in that city subject to availability of such facility in that city.

In this regard, please fill the following and submit to registered address of the company at least 7 days prior to the date of AGM.

"I/We, _____ of _____, being a member of Hi-Tech Lubricants Limited, holder of _____ ordinary share(s) as per Registered Folio/CDC Account/Sub Account No. _____ hereby opt for video conference facility at _____.

Placement of Notice & Proxy Forms (English & Urdu) and Financial Statements on HTL's Website: The Company has placed the Notice of AGM along with Form of Proxy in English & Urdu languages and the Audited Financial Statements for the year ended June 30, 2021 along with Auditor's and Directors' Reports thereon on Company's website: www.hitechlubricants.com. These are also available at PUCARS of PSX and shareholders may obtain the same through email as well if any shareholder so desire.

Electronic Transmissions of Financial Statements & Notices of General Meetings of HTL: The members, who desire to opt to receive in future the annual Audited Financial Statements and notices of general meetings through e-mail, are requested to provide their written consent on the Standard Request Form available on the Company's website. The Company shall, however, provide hard copy of the annual Audited Financial Statements to its shareholders, on request, free of cost, within seven days of receipt of such request.

Postal Ballot / E-Voting: In accordance with the Companies (Postal Ballot) Regulations, 2018, for any agenda item subject to the requirements of Section 143 and 144 of the Companies Act, 2017, members will be allowed to exercise their right of vote through postal ballot i.e. by post or e-voting. In the manner and subject to the conditions contained in the aforesaid regulations.

Deduction of Zakat from the amount of Dividend: In accordance with Zakat & Ushr Ordinance, 1980 and/or applicable rules & regulations made thereunder (the Laws), if any shareholder has not submitted within the timeframe prescribed under the Laws, or at least one month before the start of close period fixed for dividend entitlements a duly filled/completed and properly attested in original the Zakat Declaration (in case of Muslim) and Solemn Affirmation (in case of Non muslim) on the formats prescribed under the Laws to his/her Broker/CDC (in case of CDS shareholder) and to the Company's Share Registrar (in case of physical shareholder), then his/her zakat status in the dividend entitlement register may be found as Muslim Zakat Payable, and the Company will be constrained to make compulsory deductions of Zakat @ 2.5% of face value of each share from the gross amounts of his/her cash dividends.

Dividend Mandate: According to the provisions of Section 242 of the Companies Act, 2017 (the "Act"), any dividend payable in cash shall only be paid through electronic mode directly into the bank account designated by the entitled shareholders. Further, rule 3 of Companies (Distribution of Dividends) Regulations, 2017 provides that the Company should make payment of cash dividend within a period of fifteen working days from the date of its declaration. Therefore, the registered shareholders of the Company are requested to provide following details in order to credit their cash dividends directly to their international bank account number (IBAN), if declared:

(i) In case of book-entry securities in CDS, to the CDS Participants; and

(ii) In case of physical securities to Company's Share Registrar, M/S CDC Share Registrar Services Limited, CDC House, 99-B, Block "B", S.M.C.H.S., Main Shahrah-e-Faisal, Karachi. Telephone: +92 21 111-111-500, Fax: +92 21 34326053, Toll Free: 0800 23275 (CDCPL), Email address: info@cdcsrsl.com, Website: https://www.cdcsrsl.com/ as mentioned below.

1	Shareholder's Name	2	Father's/Husband's Name
3	Folio No.	4	Postal Address
5	Name of Bank	6	Name of Branch
7	Address of Branch	8	Title of Bank Account
9	Bank Account No. (Complete with Code)	10	IBAN * (Complete with Code)
11	Mobile Phone No.	12	Landline Phone No. (if any)
13	CNIC No. (attach copy)	14	NTN (in case of corporate entity, attach copy)
Signature of Shareholder (as on CNIC)		* IBAN number (International Bank Account Number) will be provided by your banker, containing alpha, numeric and without any space and gap.	

Deduction of Withholding Tax on the amount of Dividend: Pursuant to Circular No. 19/2014 dated October 24, 2014, SECP has directed all companies to inform shareholders about changes made in the Section 150 of the Income Tax Ordinance, 2001. The company, hereby advise to its shareholders, the important amendments, as under:

A. For filers & non filers: Government of Pakistan through Finance Act, 2021, has made certain amendments in withholding tax provision by substituting the definition of "Filers" with "Active Taxpayer List" (ATL), whereby the company is required to collect tax on dividend under Section 150 of the Income Tax Ordinance, 2001 from the person not appearing in the ATL at the rates specified in the Ordinance as increased by 100%. These tax rates are as under:

- For filers of income tax returns 15%
- For non-filers of income tax returns 30%

To enable the company to make tax deduction on the amount of cash dividend whenever declared @ 15% instead of 30%, all the shareholders whose names are not entered into the Active Tax-payers List (ATL) provided on the website of Federal Board of Revenue, despite the fact that they are filers, are advised to make sure that their names are entered into ATL before the start of above mentioned book closure otherwise tax on their cash dividend will be deducted @ 30% instead of @ 15%.

For any query/problem/information, the investors may contact the Company's above-mentioned Share Registrar.

The corporate shareholders having CDC accounts are required to have their National Tax Number (NTN) updated with their respective participants, whereas, corporate physical shareholders should send a copy of their NTN certificate to the Company or its Share Registrar. The shareholders while sending NTN or NTN Certificates, as the case may be, must quote Company name and their respective folio numbers and updated mailing addresses.

B. For Joint Shareholders: In the case of shares registered in the name of two or more shareholders, each joint-holder is to be treated individually as either a filer or non-filer and tax will be deducted by the company on the basis of shareholding of each joint-holder as may be notified to the Company in writing. The joint-holders are, therefore, requested to submit their shareholdings proportions of Principal Shareholder and Joint-Shareholder(s) in respect of shares held by them, otherwise each joint holder shall be presumed to have an equal number of shares.

Guidelines for Shareholders to Access CDC's eServices Portal: Central Depository Company (CDC) has developed Central Cash Dividend Register (CCDR) as eServices web portal which would incorporate details pertaining to cash dividends paid, unpaid or withheld by listed companies. The CCDR will help to maintain the history of dividends paid to shareholders by listed companies and access to all such information will be provided to the respective shareholders. The web portal will facilitate shareholders of listed companies in retrieving details of cash dividends from centralized register and using the same for their record purposes.

You may access CCDR via <https://eservices.cdccaccess.com.pk>. In addition, the Dividend/Zakat & Tax Deduction Report can also be obtained directly from your Participant (Stock broker) which has been provided to them on their CDS terminals.

Moreover, you will also receive a copy of this report on your provided/registered email addresses.

Deposit of Physical Share Certificates in CDC Account: The Shareholders holding Physical Share Certificates are required under the relevant provisions of Companies Act, 2017 to open the account with Central Depository Company of Pakistan Limited (CDC) (either Investor Account directly with CDC or sub-account through under the eligible broker) and convert their physical shares into electronic shares.

۱۵۔ یو سی ایس سی کی وی ڈی ای کاؤنٹ کے درجے اسرائیل یو سی ایس سی کی وی ڈی ای: یو سی ایس سی کی وی ڈی ای