

September 09, 2022

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

**NOTICE OF THE TWELFTH EXTRA ORDINARY GENERAL MEETING OF
ENGRO POWERGEN QADIRPUR LIMITED**

Dear Sir,

We are enclosing herewith the Notice of the Twelfth Extra Ordinary General Meeting of Engro Powergen Qadirpur Limited to be held on Friday, October 14, 2022, at 03:00 p.m. at Karachi School of Business and Leadership (KSBL) situated at National Stadium Road, Opp. Liaquat National Hospital, Karachi-74800 for circulation amongst the TRE Certificate Holders of the Exchange.

Sincerely,
For and on behalf of
Engro Powergen Qadirpur Limited



HANAN BATOOL
Company Secretary

Encl: As above.

cc: Director/HOD,
Surveillance, Supervision and Enforcement Department,
Securities and Exchange Commission of Pakistan,
NIC Building, 63 Jinnah Avenue,
Blue Area, Islamabad.



engro powergen qadirpur

Notice of Extraordinary General Meeting

Notice is hereby given that an Extra-ordinary General Meeting ("EOGM") of the members of Engro Powergen Qadirpur Limited (the "Company") will be held on Friday, October 14, 2022 at Karachi School of Business and Leadership (KSBL) situated at National Stadium Road, Opp. Liaquat National Hospital, Karachi - 74800, at 3:00 p.m. to transact the following business:

Members are encouraged to attend the EOGM through video conference facility managed by the Company (please see the notes section for details).

Agenda of the Meeting

- To elect seven (07) directors in accordance with the Companies Act, 2017 for a term of three years commencing from the date of holding of EOGM i.e. October 14, 2022. The retiring directors are Mr. Yusuf Jamil Siddiqui, Mr. Farooq Barkat Ali, Mr. Shahab Qader Khan, Mr. Vaqar Zakaria, Mr. Shabbir Hashmi, Mr. Kaiser Bengali, and Ms. Fauzia Viqar.

The information as required under section 166 (3) of the Companies Act, 2017, is being provided along with the Notice of the EOGM being sent to the Shareholders.

September 9, 2022
Karachi

By Order of the Board

Hanan Batool
Company Secretary

Notes:

- Participation in the EOGM proceeding via the video conference facility:

Members are encouraged to attend the EOGM proceedings via video-conferencing facility, which shall be made available by the Company.

All shareholders/members interested in attending the EOGM, either physically or through video-conferencing facility are requested to register their Name, Folio Number, Cell Number, CNIC/Passport number at <https://forms.office.com/r/2nKNTGkxjN>. Members wishing to attend in person must also provide a copy of their vaccination certificates at the above link. Confirmation email for physical meeting or video link and login credentials will be shared with only those shareholders whose registration are received at least 48 hours before the time of EOGM.

Shareholders can also provide their comments and questions for the agenda items of the EOGM at the email address agm.epql@engro.com.

- The Share Transfer Book of the Company will be closed from Friday, October 7, 2022 to Friday, October 14, 2022 (both days inclusive). Transfers received in order at the office of our Registrar, M/s. FAMCO Associates (Private) Limited, 8-F, Near Hotel Faran, Block 6, P.E.C.H.S. Shahrah-e-Faisal, Karachi, PABX No. (92-21) 34380101-5 and email info. shares@famco.com.pk by the close of business (5:00 p.m.) on Thursday, October 6, 2022 will be treated to have been in time for purpose to attend and vote at the meeting.
- A member entitled to attend and vote at the EOGM shall be entitled to appoint another person, as his/her proxy to attend, speak and vote instead of him/her, and a proxy so appointed shall have all such rights in respect of attending, speaking and voting at the EOGM as are available to a member. Proxies, in order to be effective, must be received by the Company not less than 48 hours before the meeting. A proxy need not be a member of the Company.

4. Requirements for appointing proxies

- (a) In case of individuals, the account holder or sub-account holder whose registration details are uploaded as per the Central Depository Company of Pakistan Limited Regulations, shall submit the proxy form as per the above requirement.
 - (b) The proxy form shall be witnessed by two persons whose names, addresses and CNIC numbers shall be mentioned on the form.
 - (c) Attested copies of the valid CNICs or the passports of the beneficial owner(s) and the proxy shall be furnished with the proxy form.
 - (d) The proxy shall produce his/her valid original CNIC or original passport at the time of the EOGM.
 - (e) In case of a corporate entity, the Board of Directors' resolution/power of attorney, with specimen signature of the nominee, shall be submitted to the Company along with the proxy form unless the same has been provided earlier.
5. 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 sections 143 and 144 of the Companies Act 2017, 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.
6. The Notice of EOGM have been uploaded on the website of the Company which can be downloaded from the following link:

<https://www.engroenergy.com/shareholder-notices-announcements/>



STATEMENT OF MATERIAL FACTS

Election of Directors under Section 166(3) of the Companies Act, 2017

The term of office of the present Directors of the Company will expire on October 14, 2022. In terms of Section 159(1) of the Companies Act, 2017, the Board of Directors has fixed the number of elected Directors at seven (07) to be elected in the Extra-Ordinary General Meeting of the Company for a period of three years.

Any person who seeks to contest the election to the office of a Director, whether he is retiring director or otherwise, shall file with the Company Secretary, at the Registered Office of the Company located at 16th Floor, The Harbor Front Building, HC#3, Marine Drive, Block 4, Clifton Karachi, not later than fourteen (14) days before the date of Extra-Ordinary General Meeting, the following documents:

1. Notice of his/her intention to offer himself/herself for election in terms of Section 159(3) of the Companies Act, 2017, together with the consent to act as a director in Form 28 prescribed under the Companies Act, 2017.
2. A detailed profile along with office address as required under SECP' SRO 1196 (I)/2019 dated October 3, 2019.
3. A director must be a member of the Company at the time of filing consent for contesting election of directors except for a person representing a member which is not a natural person.
4. A declaration confirming that:
 - (a) He/she is aware of his/her duties and powers under the relevant laws, Memorandum & Articles of Association of the Company and listing regulations of the Pakistan Stock Exchange; and
 - (b) He/she is not ineligible to become a director of a listed company under any provisions of the Companies Act, 2017, the Listed Companies (Code of Corporate Governance) Regulations, 2019, and any other applicable law, rules and regulations.



5. Independent Director(s) will be elected through the process underlined in terms of section 159 of the Companies Act, 2017, and must 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 should be submitted by the candidates intending to contest election of directors as an independent director:
 - (a) Declaration by Independent Director(s) under Clause 6(3) of the Listed Companies (Code of Corporate Governance) Regulation, 2019; and
 - (b) Undertaking on non-judicial stamp paper that he/she meet the requirements of sub-regulation (1) of Regulation 4 of the Companies (Manner and Selection of Independent Directors) Regulations, 2018.

Form of Proxy

I/We _____
of _____ being a member of ENGRO POWERGEN QADIRPUR LIMITED and
holder of _____
(Number of Shares)

Ordinary shares as per share Register Folio No. _____
and/or CDC Participant I.D. No. _____ and Sub Account No. _____
, hereby appoint _____ of _____ or failing him _____
_____ of _____
as my proxy to vote for me and on my behalf at the extraordinary general meeting of the Company to be held on the 14th day
of October, 2022 and at any adjournment thereof.

Signed this _____ day of _____ 2022.

WITNESSES:

1) Signature: _____

Name: _____

Address: _____

CNIC or : _____

Passport No : _____

2) Signature: _____

Name: _____

Address: _____

CNIC or : _____

Passport No : _____

Signature

Signature should agree with the specimen
registered with the Company

Note:

Proxies in order to be effective, must be received by the Company not less than 48 hours before the meeting. A Proxy need not be a member of the Company.

CDC Shareholders and their proxies are each requested to attach an attested photocopy of their Computerized National Identity Card or Passport with this proxy form before submission to the Company.



پراکسی فارم

میں رہم _____ کی طرف _____

_____ سے _____ بحیثیت اینگرو پاور جن قادر پور لمیٹڈ کے رکن، اور _____ (حصص کی تعداد) _____ عمومی حصص یافتہ جن کی مالیت فی حصص _____

رجسٹرڈ فوئیو نمبر _____ اور / یا سی ڈی سی participant آئی ڈی نمبر _____ اور ذیلی اکاؤنٹ نمبر _____ اپنی دانست میں _____

_____ کی طرف سے _____ کو بطور پراکسی تعینات کرتا ہوں یا بطور پراکسی کی حیثیت ختم کر رہا ہوں تاکہ یہ میری طرف سے کمپنی _____

کے غیر معمولی اجلاس میں شرکت کریں اور ووٹ دیں جو بتاریخ 14 اکتوبر 2022ء کو منعقد کیا جائے گا۔

دستخط _____ مورخہ / بتاریخ _____ / 2022-

گواہان:

۱- دستخط: _____

نام: _____

پتہ: _____

کمپیوٹرائزڈ قومی شناختی کارڈ نمبر: _____

پاسپورٹ نمبر: _____

دستخط شیئر ہولڈر

دستخط کمپنی میں کئے جانے والے دستخط سے نمائندہ ہوں

۲- دستخط: _____

نام: _____

پتہ: _____

کمپیوٹرائزڈ قومی شناختی کارڈ نمبر: _____

پاسپورٹ نمبر: _____

نوٹ: پراکسیوں بھیجنے کی صورت میں پراکسی فارم کمپنی کو سالانہ عام اجلاس کے انعقاد سے 48 گھنٹے پہلے تک کمپنی کو موصول ہو جانے چاہئیں۔ منتخب پراکسی کمپنی کا ممبر نہیں ہونا چاہیے۔

سی ڈی سی شیئر ہولڈرز اور ان کی نمائندہ پراکسی کو اپنی اصل قومی شناختی کارڈ کی یا پاسپورٹ کی منظور شدہ کاپی اس فارم کے ساتھ کمپنی کو بھیجینی ہے