

April 28, 2023

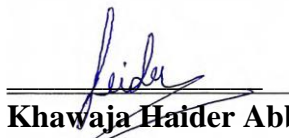
The General Manager
Pakistan Stock Exchange Limited
Stock Exchange Building
Stock Exchange Road
Karachi.

Dear Sir/Madam,

Subject: **RESOLUTIONS PASSED AT THE 25th ANNUAL GENERAL MEETING OF
ENGRO POLYMER & CHEMICALS LIMITED**

Please find enclosed herewith the resolutions passed by the Members at the 25th Annual General Meeting of Engro Polymer & Chemicals Limited held on April 27, 2023. You may circulate the same amongst the TRE Certificate Holders of the Exchange accordingly.

For and on behalf of
ENGRO POLYMER & CHEMICALS LIMITED



Khawaja Haider Abbas, ACA
Company Secretary

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

**CERTIFIED COPY OF THE RESOLUTION PASSED BY THE MEMBERS AT THE 25th
ANNUAL GENERAL MEETING**

I, Khawaja Haider Abbas, Company Secretary, Engro Polymer & Chemicals Limited do hereby certify that the following resolutions were passed by the Members of the Company in their 25th Annual General Meeting held on April 27, 2023:

QUOTE

1. **Approval of the Company's Audited Financial Statements for the year ended December 31, 2022, and the Directors' and Auditor's Reports thereon and the Chairman's Review Report.**

“RESOLVED THAT the Annual Audited Financial Statements, both standalone and consolidated, of the Company for the year ended December 31, 2022, together with the Directors', Auditor's and the Chairman's Review Reports, Statement of Compliance with Listed Companies (Code of Corporate Governance) Regulations, 2019 and Auditor's Review Report on the Compliance Statement thereon, be, and are hereby approved.”

2. **To declare and approve, as recommended by the Board, the payment of a Final Cash Dividend.**

“RESOLVED THAT the final cash dividend for the year ended December 31, 2022, for ordinary shares of PKR 2.50 per share i.e., 25% payable to those shareholders whose names appeared in the Register of Members of the Company on April 17, 2023, be and is hereby approved.

“RESOLVED THAT final cash dividend for preference shareholders for the year ended December 31, 2022, of PKR. 0.50 per share i.e., 5.00% payable to those shareholders whose names appeared in the Register of Members of the Company on April 17, 2023, be and is hereby approved.”

3. **Appointment of Auditors for the year 2023 and to fix their remuneration.**

“RESOLVED THAT the Messers, A. F. Ferguson & Co., Chartered Accountants, be and are hereby re-appointed as external Auditors of the Company for a term ending at the conclusion of the next Annual General Meeting at a fee of Rs. 2,700,000/-. In addition, any Federal or Provincial taxes and reimbursements of out-of-pocket expenses will be paid at actuals.”

4. **Election of Directors.**

“RESOLVED THAT the persons named below are deemed to have been elected as Directors for a term of three years commencing from April 27, 2023:

1. Mr. Ghias Uddin Khan
2. Ms. Ayesha Aziz
3. Mr. Nazoor Ali Baig
4. Mr. Shabbir Hussain Hashmi

5. Mr. Tariq Nisar
6. Mr. Tomoya Kondo
7. Mr. Shahzad Nabi

5. **To consider and if deemed fit, to pass with or without modification(s), addition(s) or deletion(s), the following Special Resolution(s) to amend the Articles of Association of the Company under Section 38 of the Companies Act, 2017**

“RESOLVED THAT Article 44 of the Articles of Association of the Engro Polymer and Chemicals Limited (the “Company”) be and is hereby amended to read as follows:

44. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting at which the show of hands takes place, or at which the poll is demanded, shall have and exercise a second or casting vote.”

“RESOLVED FURTHER THAT Article 81 of the Articles of Association of the Company be and is hereby amended to read as follows:

81. The quorum for meetings of the Board of Directors shall be required by Section 176(1) of the Companies Act, 2017. Save as otherwise expressly provided in the Act, every question at meetings of the Board shall be determined by a majority of votes of the directors present in person or through video- link, each director having one vote. In case of an equality of votes or tie, the Chairman shall have a casting vote in addition to his original vote as a director.”


“RESOLVED FURTHER THAT the Article 84 of the Articles of Association of the Company be and is hereby amended to read as follows:

84. A resolution in writing approved by majority of the directors or the committee of directors for the time being entitled to receive notice of a meeting of the directors or committee of directors shall be as valid and effectual as if it had been passed at the meeting of the directors or the committee of directors duly convened and held.”

“RESOLVED FURTHER THAT the Chief Executive Officer and/or Company Secretary of the Company be and is hereby authorized to, singly, do all acts, deeds, and things, take any and all necessary steps, to fulfil the legal, corporate and procedural formalities and file all necessary documents/returns as deemed necessary on this behalf and the matters ancillary thereto to fully achieve the object of the aforesaid resolution.”

END QUOTE

For and on behalf of
ENGRO POLYMER & CHEMICALS LIMITED



Khawaja Haider Abbas, ACA
Company Secretary