

Emco Industries Limited

Manufacturers of High Tension Electrical Porcelain Insulators, High Voltage Switchgear



SD-56

May 30, 2023

The General Manager,
Pakistan Stock Exchange (Guarantee) Ltd.,
Stock Exchange Building, Stock Exchange Road,
Karachi, Pakistan.

TCS

Dear Sir,

This is to inform you that Board of Directors of the Company **EMCO INDUSTRIES LIMITED** ("Company"), decided / recommended the following, in their meeting held on **30th May 2023, at 03:00 P.M.**, through Online Video Link:

1. **TO INCREASE AUTHORIZED SHARE CAPITAL OF THE COMPANY:**

The Board of the Company has decided, in the Meeting of Board of Directors, held on 30.05.2023 that to increase the authorized share capital of the Company from PKR 400,000,000 (Rupees Four Hundred Million) to PKR 1,200,000,000 (Rupees One Billion Two Hundred Million).

To consider and if deemed fit to pass the necessary resolution(s) with or without modification(s), addition(s) or deletion(s) of clause(s) / section(s) in the Memorandum and Articles of Associations of the Company as per provisions of the Companies Act, 2017 by the Board of Directors of the Company for the above said matter.

2. **PROGRAM OF EXTRA-ORDINARY GENERAL MEETING:**

Extra-Ordinary General Meeting of the Company will be held on ~~Wednesday~~ **22nd June 2023 at 11:00 A.M.**, at ICC House, 2-Chamba House Lane, Golf Road, GOR-1, Lahore.

3. **NOTICE OF EXTRA-ORDINARY GENERAL MEETING, PSX REGULATIONS 5.6.9(b):**

We are enclosing Notice of Extra-Ordinary General Meeting prior to publication and dispatch to the members of the Company for your information and record.

4. **NOTICE OF BOOK CLOSURE, PSX REGULATIONS 5.5.11:**

Share transfer books of the Company will be closed from **15th June 2023 to 22ND June 2023** (both days inclusive), and no transfer of Shares will be accepted for the registration during the closed period. Shares received for the transfer at the Company's Share Registrar office i.e., **CORPLINK (PVT) LTD., Wings Arcade, 1-K Commercial, Model Town, Lahore**, by the close of business on **14th June 2023** will be considered for the registration in the name of the transferees. Only those persons are entitled to attend, participate in and vote at the meeting, whose name will appear in the register of members of the Company as on **14th June 2023**.

Ahwan
30/05/2023

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HOME\ADMINISTRATION\RIAZ AHMED\AGM & EGM\EGM-23\2023 Dated 2023-05-30 Notice PSX.DOCX
HEAD OFFICE: 4th Floor, National Tower, 28-Egerton Road, P.O. Box 36, Lahore - 54000, Pakistan
PABX: (042) 3630 6545 - 46 FAX: (042) 3636 8119 WEBSITE: www.emco.com.pk E-MAIL: info@emco.com.pk
FACTORY: 19-Km, Lahore - Shiekhupura Road, Lahore. PABX: (042) 3716 8922-28, FAX: (042) 3716 8932
E-MAIL: insulator@emco.com.pk



5. **AMENDMENTS IN MEMORANDUM AND ARTICLES OF ASSOCIATION:**


The Board has recommended amendments in the Memorandum and Articles of Association of the Company as per Companies Act, 2017 in the table mentioned below to the shareholders of the Company and if deemed fit to pass by the shareholders of the Company through the necessary resolution(s) in the forthcoming EOGM to be held on **22ND June 2023**, with or without modification(s), addition(s) or deletion(s) of clause(s) / section(s) for the above said matter. Following are the proposed amendments in existing Memorandum and Articles of Associations of the Company:

Existing Memorandum of Association of the Company	Proposed Amendments in Memorandum of Associations of the Company
V. The Capital of the Company is Rs. 400,000,000 (Rupees Four Hundred Million) divided into 40,000,000 (Forty Million) ordinary shares of Rs. 10/- each, with power to increase and reduce the capital and to divide the shares in the capital for the time being into several clauses in accordance with the provision of companies ordinance 1984.	V. The Capital of the Company is Rs. 1,200,000,000 (Rupees One Billion Two Hundred Million) divided into 120,000,000 (One Hundred and Twenty Million) ordinary shares of Rs. 10/- each, with power to increase and reduce the capital and to divide the shares in the capital for the time being into several clauses in accordance with the provisions of Companies Act, 2017.

Existing Articles of Association of the Company	Proposed Amendments in Articles of Associations of the Company
3. The Capital of the Company is Rs. 400,000,000 (Rupees Four Hundred Million) divided into 40,000,000 (Forty Million) ordinary shares of Rs. 10/- each.	3. The Capital of the Company is Rs. 1,200,000,000 (Rupees One Billion Two Hundred Million) divided into 120,000,000 (One Hundred and Twenty Million) ordinary shares of Rs. 10/- each.

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

Yours faithfully,
for EMCO INDUSTRIES LIMITED


Ahsan Suhail Mannan
Company Secretary / Director


Saleem Rehman
Director

C.C:

Executive Director / HOD,
Offsite-II Department,
Supervision Division,
Securities & Exchange Commission of Pakistan,
63, NIC Building, Jinnah Avenue, Blue Area,
Islamabad, Pakistan

NOTICE OF EXTRA-ORDINARY GENERAL MEETING

Notice is hereby given that an Extra-Ordinary General Meeting ("EOGM") of the shareholders of the Company EMCO Industries Limited ("Company") will be held on 22nd June 2023 at 11:00 A.M., at ICC House, 2-Chamba House Lane, Golf Road, GOR-1, Lahore, as well as through Video Conferencing facility to transact the following business:

ORDINARY BUSINESS:

1. To confirm the minutes of the last Annual General Meeting held on 12th October 2022.

SPECIAL BUSINESS:

To consider and if deemed fit to approve / pass the following resolution(s) as Special Business:

2. **MODIFICATIONS IN MEMORANDUM AND ARTICLES OF ASSOCIATION OF THE COMPANY**

To consider and if deemed fit to pass the necessary resolution(s) with or without modification(s), addition(s) or deletion(s) of clause(s) / section(s) in the Memorandum and Articles of Associations of the Company as per provisions of the Companies Act, 2017 as recommended by the Board of Directors in their meeting held on 30th May 2023 that in order to increase authorized share capital of the Company, following clause(s) / section(s) in Memorandum and Articles of Association of the Company need to be amended:

RESOLVED THAT Clause V of Memorandum of Association of the Company EMCO Industries Limited (the "Company") be and is hereby amended to read as follows:

"V. The Capital of the Company is Rs. 1,200,000,000 (Rupees One Billion Two Hundred Million) divided into 120,000,000 (One Hundred and Twenty Million) ordinary shares of Rs. 10/- each, with power to increase and reduce the capital and to divide the shares in the capital for the time being into several clauses in accordance with the provisions of the Companies Act, 2017."

RESOLVED THAT Article 3 of the Articles of Association of the Company EMCO Industries Limited (the "Company") be and is hereby amended to read as follows:

"3. The Capital of the Company is Rs. 1,200,000,000 (Rupees One Billion Two Hundred Million) divided into 120,000,000 (One Hundred and Twenty Million) ordinary shares of Rs. 10/- each."

"FURTHER RESOLVED THAT the Chief Executive Officer or Company Secretary of the Company be and is hereby authorized to, singly, do all acts, deeds, and things, take or cause to be taken all necessary steps, to fulfil all the legal, corporate and procedural formalities and requirements and file all necessary documents as may be incidental for the purpose of implementing this resolution."

Statement under Section 134(3) of the Companies Act, 2017 pertaining to the Special Business is attached with this notice for the shareholders.

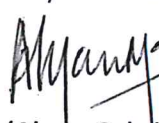
OTHER BUSINESS:

Any other ordinary business with permission of the chair.

Place: Lahore

Dated: 30.05.2023

By Order of the Board


(Ahsan Suhail Mannan)
Company Secretary

NOTES:

- a) Share Transfer Books of the Company shall remain closed from **15th June 2023** to **22nd June 2023** (both days inclusive). No transfers of shares to be accepted for the registration from **15th June 2023** to **22nd June 2023** (both days inclusive). The Shares received for the transfer at the Company's Share Registrar Office i.e., **CORPLINK (PVT.) LTD., Wings Arcade, 1-K Commercial, Model Town, Lahore** by the close of business on or before **14th June 2023** will be considered in order for the registration in the name of the transferees. Only persons, whose name appears in the register of the members of the Company as on **14th June 2023**, are entitled to attend, participate in and vote, at the meeting.
- b) Members having physical shareholding of the Company are requested to immediately notify the change of address, if any, to the Share Registrar Office i.e., **CORPLINK (PVT.) LTD., Wings Arcade, 1-K Commercial, Model Town, Lahore**. Whereas, Members having shareholding of the Company in Book Entry form are requested to their respective CDC Participant/Broker/Investor Account Services.
- c) A member of the Company entitled to attend and vote at this meeting may appoint another member as his/her proxy to attend and vote instead of him/her. Proxies must be deposited at the **Company's Registered Office situated at 4th-Floor, National Tower, 28-Egerton Road, Lahore, Pakistan**, not less than forty-eight (48) hours before the time of holding the meeting.
- d) The Members whose shares are maintained in CDC, entitled to attend and vote at this meeting, must bring his/her CNIC or passport to prove his/her identity and in the case of Proxy, must enclose an attested copy of his/her CNIC or Passport. Representatives of Corporate members should bring the usual documents required for such a purpose. Form of proxy is enclosed.

To Attend General Meeting Through Video-Conferencing Facility:

The Extra Ordinary General Meeting is being conducted as per guidelines circulated by SECP following arrangements have also been made by the Company to facilitate the maximum participation of the shareholders in the EOGM through video link facility, either in-person or through appointed proxies: The shareholders are encouraged to participate in the AGM through electronic facility with Zoom Software organized by the Company.

To attend the EOGM through video-conferencing facility, the Members are requested to register themselves by providing the following information through email ID: eogm23@Emco.com.pk at least forty-eight (48) hours before the EOGM.

Name of shareholder	CNIC/NTN No.	Folio No/CDC	Cell Number	Email Address

Members will be registered, after necessary verification as per the above requirement and will be provided a video-link by the Company via email. The login facility will remain open from 10:50 A.M. (PST) till the end of EOGM.

Postal Ballot / E-voting:

In accordance with the Companies (Postal Ballot) Regulations, 2018, Section 143 and 144 of the Companies Act 2017 and under Postal Ballot Regulation, 2018 latest amendments circulated through SRO dated December 05, 2022, SECP has directed all listed companies for the purpose of Polling on Special Business / election of directors, if the number of persons who offer themselves to be elected is more than the number of directors fixed under Section 159 (1) of the Companies Act, 2017, shareholders will be allowed to exercise their right to vote through postal ballot i.e. by post or e-voting, in the manner and subject to the conditions contained in the aforesaid regulations. Details will be circulated in due course.

Ahmad
30/05/2023

Statement of Material Facts under section 134(3) of the Companies Act, 2017

Agenda No.2: -

The Board of Directors has recommended that Clause V of Memorandum of Association and Article 3 of the Articles of Associations of the Company be amended. The amendments are summarized below:

Existing Memorandum of Association of the Company	Proposed Amendments in Memorandum of Associations of the Company
V. The Capital of the Company is Rs. 400,000,000 (Rupees Four Hundred Million) divided into 40,000,000 (Forty Million) ordinary shares of Rs. 10/- each, with power to increase and reduce the capital and to divide the shares in the capital for the time being into several clauses in accordance with the provision of companies ordinance 1984.	V. The Capital of the Company is Rs. 1,200,000,000 (Rupees One Billion Two Hundred Million) divided into 120,000,000 (One Hundred and Twenty Million) ordinary shares of Rs. 10/- each, with power to increase and reduce the capital and to divide the shares in the capital for the time being into several clauses in accordance with the provisions of Companies Act, 2017.

Existing Articles of Association of the Company	Proposed Amendments in Articles of Associations of the Company
3. The Capital of the Company is Rs. 400,000,000 (Rupees Four Hundred Million) divided into 40,000,000 (Forty Million) ordinary shares of Rs. 10/- each.	3. The Capital of the Company is Rs. 1,200,000,000 (Rupees One Billion Two Hundred Million) divided into 120,000,000 (One Hundred and Twenty Million) ordinary shares of Rs. 10/- each.

The resolution required for the above purpose is set forth in the notice convening the EOGM and that resolution will be proposed and passed as a Special Resolution.

Ahyan
30/05/2023

EMCO INDUSTRIES LIMITED

FORM OF PROXY

I/We _____
Of _____ being a member of EMCO Industries Limited
and holder of _____ 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 /her _____
Of _____
as my/our proxy to vote for me/us and on my/our behalf at the Extra-Ordinary General Meeting of the
Company to be held on Thursday 22nd June 2023 at 11.00 A.M., at ICC House, 2-Chamba House Lane, Golf
Road, GOR-1, Lahore and at any adjournment thereof.

Signed this _____ day of _____

Revenue
Stamp to be
affixed Rs.
50/-

Aliyan
30/05/2023

Signature on Revenue Stamp
(Signature should agree with the specimen
Signature registered with the Company)

WITNESS 1:

Signature _____

Name _____

Address _____

CNIC: _____

Passport No.: _____

WITNESS 2:

Signature _____

Name _____

Address _____

CNIC: _____

Passport No.: _____

Note:

- Proxies, in order to be effective, must be received by the Company not less than 48 hours before the meeting, duly completed in all respects at the registered office of the Company EMCO Industries Limited, 4th-Floor, National Tower, 28-Egerton Road, Lahore Pakistan.
- CDC shareholders and their Proxies are requested to attach an attested photocopy of their National Identity Card or Passport with the proxy form before submission to the Company.