

# Emco Industries Limited

Manufacturers of High Tension Electrical Porcelain Insulators, High Voltage Switchgear



June 16, 2023

**TCS**

The General Manager,  
Pakistan Stock Exchange (Guarantee) Ltd.,  
Stock Exchange Building,  
Stock Exchange Road,  
**Karachi.74000**

**Subject: -** Notice of Extra-Ordinary General Meeting

Dear Sir,

Notice of Extra Ordinary General Meeting 26.06.2023- Election of Directors of the Company prior to publication under Regulation 5.6.9.(b) is enclosed for your information and record.

Further inform to you, that the Notice also will be published in the newspapers "Business Recorder" and "Nawa-e-Waqt" dated 19.06.2023 for circulation amongst all the concerned.

Yours faithfully,  
For EMCO INDUSTRIES LIMITED

*Ahsan Suhail Mannan*  
16/06/2023  
(AHSAN SUHAIL MANNAN)  
COMPANY SECRETARY

CC.to

The Director/HOD,  
Surveillance, Supervision and Enforcement Department,  
Securities & Exchange Commission of Pakistan,  
NIC Building, 63-Avenue, Blue Area,  
Islamabad.



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](http://www.emco.com.pk) E-MAIL: [info@emco.com.pk](mailto: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](mailto:insulator@emco.com.pk)

# EMCO INDUSTRIES LIMITED

4<sup>th</sup> Floor, National Tower, 28-Egerton Road, Lahore

PABX: 042-3630 6545-46, FAX: 042-3636 8119

## EXTRAORDINARY GENERAL MEETING DATED 26-JUNE-2023

### ELECTION OF DIRECTORS

In pursuance of section 159 (4) of the Companies Act, 2017 (“Act”), the members of the Company **Emco Industries Limited** (“Company”) are hereby notified that the following persons have filed with the Company, notices of their intention to offer themselves for election of Directors under section 159(3) of the Act, for the next term of three years commencing from 1<sup>st</sup> July 2023, at the Extraordinary General Meeting (“EGM”) of the Company scheduled to be held on 26<sup>th</sup> June 2023 at 11:00 A.M. at ICC House, 2-Chamba House Lane, Golf Road, GOR-1, Lahore.

1. Mr. Tariq Rehman
2. Mr. Javaid Shafiq Siddiqi
3. Mr. Usman Haq
4. Mr. Pervaiz Shafiq Siddiqi
5. Mr. Salem Rehman
6. Mr. Ahsan Suhail Mannan
7. Mr. Salman Javaid Siddiqi
8. Mr. Umair Noorani
9. Ch. Imran Ali
10. Syed Muhammad Mohsin
11. Mrs. Ayesha Mussadaque Hamid
12. Mr. Osman Hameed Chaudhri

Since the number of candidates who have offered themselves to be elected is not more than the number of directors fixed by the Board of Directors under section 159 (1), therefore, the above mentioned Twelve (12) candidates shall deemed to be elected in the forthcoming Extraordinary General Meeting. Detailed profiles of the above Directors have been placed on the website of the Company i.e., [www.emco.com.pk](http://www.emco.com.pk).

It is further disclosed under section 166(3) of Act, that Ch. Imran Ali, Syed Muhammad Mohsin, Mrs. Ayesha Mussadaque Hamid and Mr. Osman Hameed Chaudhri, will be elected as Independent Directors on the basis of their respective competencies, skills, knowledge and relevant experience and meet the criteria laid down in section 166(2) of the Act, read with the Companies (Manner & Selection of the Independent Directors) Regulation 2018, and Listed Companies (Code of Corporate Governance) Regulations, 2019.

By Order of the Board

Place: Lahore  
Dated: 19.06.2023

(Ahsan Suhail Mannan)  
Company Secretary

## PROCEDURE FOR ELECTRONIC VOTING FACILITY AND VOTING THROUGH POSTAL BALLOT ON SPECIAL BUSINESS

This is in continuation of the Extraordinary General Meeting Notice circulated on Friday June 02, 2023.

The members are hereby notified that pursuant to Companies (Postal Ballot) Regulations, 2018 amended through Notification dated December 05, 2022, issued by the Securities & Exchange Commission of Pakistan ("SECP"), wherein, SECP has directed all the listed companies to provide the right to vote through the electronic voting facility and voting by post to the members on all businesses classified as Special Business.

Accordingly, members of EMCO INDUSTRIES LIMITED (the "**Company**") will be allowed to exercise their right to vote through electronic voting facility or voting by post for the special business in its forthcoming Extraordinary General Meeting to be held on Monday June 26, 2023 at 11:00 a.m. in accordance with the requirements and subject to the conditions contained in the aforesaid Regulations.

For the convenience of the Members, the ballot paper is annexed to this notice and the same is also available on the Company's website at [www.emco.com.pk](http://www.emco.com.pk) for download.

Lahore  
June 19, 2023

**Ahsan Suhail Mannan**  
*Company Secretary*

### **Procedure for E-Voting:**

- i. Details of the e-voting facility will be shared through an email to those members of the Company who have their valid CNIC numbers, cell numbers, and email addresses available in the register of members of the Company by the close of business on June 15, 2023.
- ii. The web address, login details, and password, will be communicated to members via email. The security codes will be communicated to members through SMS from the web portal of CDC Share Registrar Services Limited (being the e-voting service provider).
- iii. Identity of the Members intending to cast vote through e-voting shall be authenticated through electronic signature or authentication for login.
- iv. E-Voting lines will start from **June 21, 2023, 09:15 a.m.** and shall close on **June 25, 2023 at 5:00 p.m.** Members can cast their votes any time during this period. Once the vote on a resolution is cast by a member, he / she shall not be allowed to change it subsequently.

### **Procedure for Voting Through Postal Ballot:**

- a) The members shall ensure that the duly filled and signed ballot paper, along with a copy of Computerized National Identity Card (CNIC) should reach the Chairman of the meeting through post at the Company's registered Office address, **4th Floor, National Tower, 28-Egerton Road, Lahore** or email at [eogm23@emco.com.pk](mailto:eogm23@emco.com.pk), one day before the EOGM, i.e., on June 25, 2023 before 5:00 p.m. Signature of shareholder on the Ballot Paper shall match with signature on the CNIC.

## POSTAL BALLOT PAPER

Ballot Paper for voting through post for poll to be held at the Extraordinary General Meeting of EMCO Industries Limited will be held on **Monday June 26, 2023 at 11:00 a.m. at ICC House, 2-Chamba House Lane, Golf Road, GOR-1, Lahore.**

Name of shareholder / joint shareholders	
Registered Address	
Folio Number / CDC Account No.	
Number of shares held	
CNIC No./Passport No – (in case of foreigner, copy to be attached)	
Additional Information and enclosures (In case of representative of body corporate, corporation and Federal Government)	

I/we hereby exercise my/our vote in respect of the following resolutions through postal ballot by conveying my/our assent or dissent to the following resolution by placing tick (v) mark in the appropriate box below:

S.NO	Nature and Description of Special Resolutions	I/We assent to the Resolutions (FOR)	I/We assent to the Resolutions (AGAINST)
1.	<p>To consider and if deemed fit to approve / pass the following resolution(s) as Special Business:</p> <p><b><u>MODIFICATIONS IN ARTICLES OF ASSOCIATION OF THE COMPANY</u></b></p> <p>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 Articles of Associations of the Company under section 38 of the Companies Act, 2017 as recommended by the Board of Directors in their meeting held on 19<sup>th</sup> May 2023 that in order to appoint two different persons as Managing Director and Chief Executive Officer of the Company, following clause(s) / section(s) in Articles of Association of the Company need to be amended:</p> <p><b>RESOLVED THAT</b> Article 86 of the Articles of Association of the Company EMCO Industries Limited (the “<b>Company</b>”) be and is hereby amended to read as follows:</p> <p>“86. (a) The Directors shall appoint any person, including an elected Director as Chief Executive in accordance with the provisions of Sections 186 and 187 of Companies Act, 2017. The Directors may, from time to time, remove such Chief Executive from his Office in accordance with the provisions of Section 190 of the Companies Act, 2017.</p> <p>86. (b) In addition to the appointment of Chief Executive Officer, the Directors shall appoint another one of their bodies as Managing Director separately from the elected Directors. The Directors may, from time to time, remove such Managing Director from his Office.”</p>		

	<p><b>FURTHER RESOLVED THAT</b> Article 89(a) of the Articles of Association of the Company be and is hereby amended to read as follows:</p> <p>“89. (a) The remuneration and other terms and conditions of appointment of Chairman, Managing Director and Chief Executive and of any Director for performing extra services whether whole time or part time shall be determined by the Board. The process adopted for determination of Director remuneration shall comply with the provision of the Companies Act, 2017 (Section 170) and Company’s Memorandum and Articles of Association.”</p> <p><b>FURTHER RESOLVED THAT</b> Article 97 of the Articles of Association of the Company be and is hereby amended to read as follows:</p> <p>“97. The term of office of a Director, Managing Director and Chief Executive, shall be three years from the date of his election to office in accordance with the provision of section 187 of the Companies Act, 2017.”</p> <p><b>FURTHER RESOLVED THAT</b> Article 104 of the Articles of Association of the Company be and is hereby amended to read as follows:</p> <p>“104. The Chief Executive or Managing Director or any two Directors may at any time and shall, upon the request of Directors, convene a meeting of the Board.”</p> <p><b>FURTHER RESOLVED THAT</b> Article 117 of the Articles of Association of the Company be and is hereby amended to read as follows:</p> <p>“117. Every deed or other instrument to which the Seal of the Company is required to be affixed shall, unless the same is executed by the duly constituted attorney for the Company, be signed by any two Executive / Working Directors.”</p> <p><b>“FURTHER RESOLVED THAT</b> 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.”</p>		
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_____ Signature of shareholder(s)	_____ Date	_____ Place
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**NOTES:**

- Duly filled ballot paper should be sent through post to the **Chairman, EMCO INDUSTRIES LIMITED, Head Office: 4th-Floor, National Tower, 28-Egerton Road, Lahore Pakistan** or, in case of email, a scanned copy of the said ballot paper to be emailed at: **eogm23@emco.com.pk**
- Copy of CNIC / Passport (in case of a foreigner) should be enclosed with the postal ballot form, both in case of post or email.
- Postal ballot forms must reach Chairman of the meeting on or before **June 25, 2023 by 5:00 PM**. Any postal ballot received thereafter will not be considered for voting.
- Signature on postal ballot should match with signature on CNIC/Passport (in case of foreigner).
- Incomplete, unsigned, incorrect, defaced, torn, mutilated, over written ballot paper will be rejected.
- In case of representative of a body corporate and corporation, postal ballot must be accompanied with copy of CNIC of authorized person, attested copy of Board Resolution, Power of Attorney, Authorization Letter etc. in accordance with Section(s) 138 or 139 of the Companies Act, 2017 as applicable.
- Ballot paper can also be downloaded from the Company's website: [www.emco.com.pk](http://www.emco.com.pk)