

**Notice of Twenty-One (21<sup>st</sup>) Annual General Meeting**

Notice is hereby given that the Twenty-One (21<sup>st</sup>) Annual General Meeting of Hascol Petroleum Limited will be held on **Thursday 31 August 2023 at 12:00 noon** at Marriott Hotel, 9 Abdullah Haroon Road, Civil Lines, Karachi and virtually through video-link facility to transact the following business:

**Ordinary Business**

1. To confirm the minutes of the Annual General Meeting of the Company held on 13 September 2022.
2. To receive, consider and adopt the Annual Audited Financial Statements of the Company for the year ended 31<sup>st</sup> December 2022, together with the Directors' and Auditors' reports thereon and the Review Report of the Chairman.
3. To appoint Auditors and to fix their remuneration for the financial year 2023.

**Special Business:**

4. To approve the circulation of the annual financial statements to the members through QR enabled code and weblink by passing an ordinary resolution proposed in the statement of material facts.

**Other Business**

5. To transact any other business with the permission of the Chair.

(Annexed to the notice being circulated to the shareholders is a statement of material facts under section 134(3) of the Companies Act, 2017 and draft resolutions pertaining to special business to be transacted at the AGM)

09 August 2023  
Karachi



By Order of the Board

  
**Farhan Ahmad**  
Company Secretary

**NOTES:****1) Participation of Shareholders through Online Facility****Participation in the Annual General Meeting**

SECP, through its guidelines, has directed the listed companies to also arrange the provision of video link facility. Accordingly, in the best health interest of our valued shareholders and to ensure maximum participation, the Company has also arranged video link facility for attending this AGM. The shareholders interested in attending AGM through video link are requested to register their following particulars by sending an email at [cdcsr@cdcsrsl.com](mailto:cdcsr@cdcsrsl.com) or WhatsApp no. 0321-8200864.

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Folio / CDC Account No.	Company Name	No. of shares held	Name	CNIC	Cell No.	Email Address
	Hascol Petroleum Limited					

- The video link and login credentials will be shared with the shareholders whose emails, containing all the requested particulars, are received at the above email address by or before the close of business hours (5:00 P.M.) on August 29, 2023.
- Shareholders can also send their comments / suggestions on [company.secretary@hascol.com](mailto:company.secretary@hascol.com) for the agenda items proposed to be conducted at the AGM in the same manner as it is being discussed in the AGM, and later shall be made part of the minutes of the meeting.
- The purpose of the aforementioned arrangements is to ensure maximum participation of the shareholders in the AGM through an online facility. Shareholders are also requested to consolidate their attendance through proxies, so that the quorum requirement may also be fulfilled.

## 2) Closure of Share Transfer Books

- The Share Transfer Books of the Company shall remain closed from **25 August 2023 to 31 August 2023** (both days inclusive). Transfers in the form of physical transfers / CDS Transaction IDs received in order at the Company's Share Registrar, Messrs CDC Share Registrar Services Limited, CDC House, 99-B, Block-B, S.M.C.H.S., Shahra-e-Faisal, Karachi, by close of business on **24 August 2023** will be treated in time to attend and vote at the meeting and for the purpose of the above entitlement to the transferees.

## 3) Participation in the Meeting

- Only those persons, whose names appear in the register of members of the Company as on **24 August 2023**, are entitled to attend, participate in, and vote at the Annual General Meeting.
- A member of the Company entitled to attend and vote at the Annual General Meeting may appoint another person as his / her proxy to attend and vote instead of him / her. Proxies in order to be effective must be received at the registered office of the Company not less than 48 hours before the time of the Meeting and must be duly stamped, signed and witnessed.

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**4) Requirements for appointing Proxies**

- 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.
- The proxy form shall be witnessed by two persons whose names, addresses and CNIC numbers shall be mentioned on the form.
- Attested copies of the valid CNICs or the passports of the beneficial owner(s) and the proxy shall be furnished with the proxy form.
- The proxy shall produce his/her valid original CNIC or original passport at the time of the Annual General Meeting.
- 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.
- 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.

**5) Circulation / Transmission of Annual Financial Statements in Electronic Form**

- In compliance with the section 223(6) of Companies Act 2017, the Company has electronically transmitted the Annual Report 2022 through email to shareholders whose email addresses are available with the Company's Share Registrar. In those cases, where email addresses are not available with the Company's Share Registrar, printed notice of AGM have been dispatched. However, the Company would provide hard copies of the Annual Report to the Shareholders on their demand at their registered addresses, free of cost, within one week of such request. The annual financial statements have also been uploaded on the Company's website and are readily accessible to the shareholders.

**6) Conversion of Physical Shares Into Book-Entry Form**

- The SECP, through its letter No. CSD/ED/Misc/2016-639-640 dated March 26, 2021, has advised all listed companies to adhere to the provisions of Section 72 of the Companies Act, 2017 (the "Act"), which requires all companies to replace shares issued in physical form to book-entry form within four years of the promulgation of the Act. Accordingly, all shareholders of the Company having physical folios / share certificates are requested to convert their physical shares in Book Entry Form at the earliest. For this purpose, shareholders may either open an Investor Account with Central Depository Company of Pakistan Limited or a CDC sub-account with any duly recognized brokerage firm. Shareholders may also contact Company's Share Registrar, Messrs.

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CDC Share Registrar Services Limited in case they need any further assistance or guidance in this regard.

**7) Change of Address**

- Members are requested to immediately notify the Company's Share Registrar, Messrs. CDC Share Registrar Services Limited of any change in their registered address.

**8) Miscellaneous:**

- This notice has been sent to all members of the Company in accordance with Section 134(1)(a) of the Companies Act, 2017.
- For any query / information, members may contact the Share Registrar at the following address:

Messrs. CDC Share Registrar Services Limited,  
CDC House, 99-B, Block-B, S.M.C.H.S.,  
Shahra-e-Faisal,  
Karachi.

**9) Statutory Code of Conduct at AGM**

Section 215 of the Companies Act, 2017 and Regulation 28 of the Companies (General Provisions and Forms) Regulations 2018, state the Code of Conduct of Shareholders, as follows: Shareholders are not permitted to exert influence or approach the management directly for decisions which may lead to creation of hurdles in the smooth functioning of management. The law states that Shareholders shall not bring material that may cause threat to participants or premises where the AGM is being held, confine themselves to the agenda items covered in the notice of the AGM and shall not conduct themselves in a manner to disclose any political affiliation. Additionally, the Company is not permitted to distribute gifts in any form to its shareholders in its meetings as per Section 185 of Companies Act, 2017.

**10. Polling on Special Business Resolutions:**

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

Accordingly, members of Hascol Petroleum 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 Annual General Meeting to be held on Thursday August 31, 2023 at 12:00 P.M, in accordance with the requirements and subject to the conditions contained in the aforesaid Regulations.

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

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**Procedure for E-Voting:**

- I. Details of the e-voting facility will be shared through an e-mail with those members of the Company who have their valid CNIC numbers, cell numbers, and e-mail addresses available in the register of members of the Company by the close of business on August 24, 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 August 26, 2023, 09:00 a.m. and shall close on August 30, 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:**

The members shall ensure that duly filled and signed ballot paper, along with copy of Computerized National Identity Card (CNIC), should reach the Chairman of the meeting through post on the Company's registered address at 29th Floor, Sky Tower, West Wing (Tower A), Dolmen City, Abdul Sattar Edhi Avenue, Block 4, Clifton Karachi or email at [company.secretary@hascol.com](mailto:company.secretary@hascol.com) one day before the Annual General Meeting on August 30, 2023, during working hours. The signature on the ballot paper shall match the signature on CNIC.

**Statement under Section 134(3) of the Companies Act, 2017 Concerning the Special Business To Be Transacted at the Annual General Meeting:**

This statement sets out the material facts concerning the Special Business to be transacted at the Annual General Meeting of the Company to be held on 31 August, 2023.

**Item No.4 of the Agenda** – To approve the circulation of the annual financial statements to the members through QR enabled code and weblink by passing an ordinary resolution proposed in the statement of material facts.

The Securities and Exchange Commission of Pakistan ("SECP") vide SRO 389(I)/2023 dated 21 March 2023 has allowed the listed companies to circulate the Annual Audited Financial Statements including Annual Balance Sheet and Profit and Loss Account, Auditor's Report and Directors Report, etc ("annual audited financial statements") to its members through QR enabled code and weblink. This will enable the Company to use of technological advancements and cost saving.

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**Head Office (Karachi)**

Office # 29, 29th Floor, Sky Towers - West Wing,  
Dolmen City, Abdul Sattar Edhi Avenue,  
Block-4, Clifton, Karachi, Pakistan.  
UAN: +92 (21) 111-757-757  
Fax: +92 (21) 35184015

**Lahore Office**

5th Floor, South Tower,  
Lahore Stock Exchange Building  
19-Khayaban-e-Ahwan-e-Iqbal, Lahore.  
Tel : +92 (42) 36311013-14-15-16-18.  
Fax: +92 (42) 35718033

**Islamabad Office**

Islamabad Stock Exchange (ISE) Tower  
16th Floor, Office # 5, 6, 7  
Blue Area Islamabad, Pakistan.  
Tel: +92 (51) 2895391-5, Fax: +92 (51) 2895394



The Company shall circulate the annual audited financial statements through email in case email address has been provided by the member to the Company. The Company shall send the complete financial statements with relevant documents in hard copy to the shareholders, at their registered addresses, free of cost, within one week, if a request has been made by the member on the standard request form available on the website of the Company.

The following resolution is proposed to be passed as ordinary resolution, with or without any modification:

**“RESOLVED THAT** approval of the shareholders of Hascol Petroleum Limited (the “Company”) be and is hereby accorded and the Company be and is hereby authorized to circulate the Annual Audited Financial Statements of the Company together with the reports and documents required to be annexed thereto under the Companies Act, 2017 through QR enabled code and weblink instead of circulation through CD/DVD/USB.

**FURTHER RESOLVED THAT** Mr. Aqeel Ahmed Khan, Chief Executive Officer and/or Mr. Farhan Ahmad, Company Secretary be and is hereby singly empowered and authorized to do all acts, deeds and things, take or cause to be taken all necessary action for the purposes of implementing this resolution.”

None of the Directors have any interest, directly or indirectly, in the aforesaid special business.

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### Head Office (Karachi)

Office # 29, 29th Floor, Sky Towers - West Wing,  
Dolmen City, Abdul Sattar Edhi Avenue,  
Block-4, Clifton, Karachi, Pakistan.  
UAN: +92 (21) 111-757-757  
Fax: +92 (21) 35184015

### Lahore Office

5th Floor, South Tower,  
Lahore Stock Exchange Building  
19-Khayaban-e-Aiwan-e-Iqbal, Lahore.  
Tel : +92 (42) 36311013-14-15-16-18  
Fax: +92 (42) 35718033

E-Mail [info@hascol.com](mailto:info@hascol.com), Web [www.hascol.com](http://www.hascol.com)

### Islamabad Office

Islamabad Stock Exchange (ISE) Tower  
16th Floor, Office # 5, 6, 7  
Blue Area Islamabad, Pakistan.  
Tel: +92 (51) 2895391-5, Fax: +92 (51) 2895394


**HASCOL PETROLEUM LIMITED**
**POSTAL BALLOT PAPER**

for voting through post for the Special Business at the Annual General Meeting to be held on Thursday August 31, 2023 at 12:00 P.M. At Marriott Hotel, 9 Abdullah Haroon Road, Civil Lines, Karachi.

**Phone:** 021-35301343-50 **Website:** www.hascol.com.

Folio / CDS Account Number	
Name of Shareholder / Proxy Holder	
Registered Address	
Number of shares Held	
CNIC/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)	
Name of Authorized Signatory	
CNIC/Passport No. (in case of foreigner) of Authorized Signatory (copy to be attached)	

**Resolution For Agenda Item No. 4**

To approve the circulation of the annual financial statements to the members through QR enabled code and weblink by passing an ordinary resolution proposed in the statement of material facts.

**Instructions For Poll**

1. Please indicate your vote by ticking (✓) the relevant box.
2. In case if both the boxes are marked as (✓), you poll shall be treated as **"Rejected"**.

I/we hereby exercise my/our vote in respect of the above resolution through ballot by conveying my/our assent or dissent to the resolution by placing tick (✓) mark in the appropriate box below;

Resolution	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
<b>Resolution For Agenda Item No. 4</b>		

1. Dully filled ballot paper should be sent to the Chairman of Hascol Petroleum Limited at 29th Floor, Sky Tower, West Wing (Tower A), Dolmen City, Abdul Sattar Edhi Avenue, Block 4, Clifton Karachi. Or email at company.secretary@hascol.com
2. Copy of CNIC/ Passport (in case of foreigner) should be enclosed with the postal ballot form.
3. Ballot paper should reach the Chairman within business hours by or before **Wednesday, August 30 2023**. Any postal Ballot received after this date, will not be considered for voting.
4. Signature on ballot paper should match with signature on CNIC/ Passport. (In case of foreigner).
5. Incomplete, unsigned, incorrect, defaced, torn, mutilated, over written poll paper will be rejected.
6. In case of a representative of a body corporate, corporation or Federal Government, the Ballot Paper Form must be accompanied by a copy of the CNIC of an authorized person, an 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. In the case of foreign body corporate etc., all documents must be attested by the Counsel General of Pakistan having jurisdiction over the member.
7. Ballot Paper form has also been placed on the website of the Company at: **www.hascol.com**. Members may download the Ballot paper from the website or use an original/photocopy published in newspapers.

Date

\_\_\_\_\_  
**Shareholder / Proxy holder Signature/Authorized Signatory**  
(In case of corporate entity, please affix company stamp)

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