



# ATTOCK REFINERY LIMITED

## NOTICE OF EXTRA-ORDINARY GENERAL MEETING

Notice is hereby given that the Twenty Second (22<sup>nd</sup>) Extra-Ordinary General Meeting (EOGM) of the Company will be held on **Friday, July 12, 2024 at 11:30 a.m. at Attock House, Morgah, Rawalpindi** and also through video link to transact the following business:

### ORDINARY BUSINESS:

1. To elect seven (7) Directors of the Company as fixed by the Board of Directors pursuant to the provisions of Section 159 of the Companies Act, 2017, for a term of three (3) years commencing from July 18, 2024.

The names of retiring Directors are as under:

- |                         |                          |
|-------------------------|--------------------------|
| 1) Mr. Laith G. Pharaon | 5) Mr. Jamil A. Khan     |
| 2) Mr. Wael G. Pharaon  | 6) Mr. Shamim Ahmad Khan |
| 3) Mr. Shuaib A. Malik  | 7) Mr. Tariq Iqbal Khan  |
| 4) Mr. Abdus Sattar     |                          |

The retiring directors are eligible for re-election.

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

A statement of material facts under Section 166 (3) of the Companies Act, 2017 is annexed to this notice.

**By Order of the Board**

**Saif ur Rehman Mirza**  
Company Secretary

Registered Office:  
The Refinery, P.O.,  
Morgah, Rawalpindi.

June 14, 2024



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## **NOTES:**

### **ONLINE PARTICIPATION IN THE EXTRA ORDINARY GENERAL MEETING (EOGM):**

Pursuant to clarification bearing reference no. SMD/SE/2(20)/2021/117 issued by the Securities & Exchange Commission of Pakistan (SECP) on December 15, 2021, the Company is facilitating the shareholders to attend the EOGM via video link, in addition to physical arrangements for the meeting. Therefore, shareholders are encouraged to participate in the EOGM through video link. Shareholders intending to participate in the EOGM via video link are hereby requested to share the following information with the office of the Company Secretary at the earliest but not later than 48 hours before the time of the EOGM i.e. before 11:30 a.m. on July 10, 2024:

Name of Shareholder	CNIC No.	Folio No./ CDC Account No.	Mobile No.*	Email Address*

*\*Shareholders are requested to provide their active mobile number and email address to ensure timely communication.*

### **Modes of communication:**

The above mentioned information can also be provided through following modes:

- a) WhatsApp: 0307-6660423
- b) Email: [22eogm@arl.com.pk](mailto:22eogm@arl.com.pk)

Upon receipt of the above information from the interested shareholders, the Company will send the relevant video link and the login credentials at their e-mail addresses / WhatsApp No. to enable the shareholders to participate in the proceedings of the EOGM through their smartphones or computer devices.

### **NOTICE OF INTENTION BY PERSONS SEEKING TO CONTEST THE ELECTION:**

Any member who intends to contest the election of directors shall file the following documents with the Company at its registered office not later than fourteen (14) days before the date of EOGM namely:

- i. Notice of his/her intention to offer himself/herself for election as a Director under Section 159(3) of the Companies Act, 2017 (the "Act"), selecting any one category stated below in which he/she intends to contest,

in accordance with the amendments made by the SECP in Regulation 7A of the Listed Companies (Code of Corporate Governance) Regulations, 2019 (the “CCG Regulations”) through S.R.O. 906(I)/2023 dated July 07, 2023:

- a. Independent Director
  - b. Female Director
  - c. Other Director
- ii. Consent to act as Director on Form 9 of Companies Regulations 2024 under Section 167 of the Act.
  - iii. A declaration in respect of being:
    - a) Compliant with all the applicable laws and regulations including without limiting the requirements of the CCG Regulations and eligibility criteria as set out in Section 155 of the Act, to act as director of the listed company.
    - b) That he/she is not ineligible to become Director of a listed company under Section 153 & 177 of the Act or any other applicable law.
    - c) That he/she is not serving as director, including as an alternate director, in more than seven (7) listed companies simultaneously.
    - d) That he/she is aware of the duties of the directors under the Act, the Memorandum and Articles of Association of the Company, Rule Book of the Pakistan Stock Exchange Limited, Listed Companies (Code of Corporate Governance) Regulations, 2019 and other relevant laws & regulations.
  - iv. A detailed profile along with official address (for placement on the Company's website) as required under SECP's SRO 1196 (I)/ 2019 dated October 03, 2019, together with copy of valid CNIC/Passport and NTN.
  - v. The candidates are requested to read the relevant provisions/ requirements relating to the Election of Directors, as stipulated in the Companies Act, 2017 and CCG Regulations, the applicable laws & regulations and ensure the compliance with the same in letter and spirit.
  - vi. An undertaking by a member who seeks to contest the election of directors under the category of independent director, that he/she fulfills the requirements of sub-regulation (1) of Regulation 4 of the Companies (Manner and Selection of Independent Directors) Regulations, 2018.

**FOR ATTENDING MEETING AND APPOINTING PROXIES:**

**a. For attending the meeting:**

- i. In case of individuals, the account holders or sub-account holders and/or the persons whose securities are in group account and their registration details are uploaded as per the CDC regulations, shall authenticate their identity by showing their original Computerized National Identity Card (CNIC) or original Passport at the time of attending the Meeting.
- ii. The Beneficial Owner of Central Depository Company, entitled to attend and vote at this Meeting, must bring his/her CNIC or Passport to authenticate his/her identity.
- iii. In case of corporate entities, the Board of Directors' resolution/power of attorney with specimen signature of the nominees shall be produced (unless it has been provided earlier) at the time of the Meeting.
- iv. CDC account holders are further required to comply with the guidelines laid down by the Securities and Exchange Commission of Pakistan.

**b. For appointing proxies:**

- i. A member entitled to attend, speak and vote may appoint any other person as his/her proxy to attend, speak and vote on his/her behalf. Proxies must be received at the Registered Office of the Company duly signed not later than 48 hours before the time of holding the Meeting.
- ii. In case of individuals, the account holders or sub-account holders and/or the persons whose securities are in group account and their registration details are uploaded as per the CDC regulations, shall submit the proxy form as per the requirements stated therein.
- iii. The proxy form shall be witnessed by two persons whose names, addresses and valid CNIC numbers shall be mentioned on the form.
- iv. Attested copies of valid CNIC or the Passport of the beneficial owners shall be furnished with the proxy form.
- v. In case of corporate entity, the Board of Directors' resolution/power of attorney with specimen signature shall be submitted (unless it has been provided earlier) alongwith proxy form to the Company.
- vi. Proxies shall produce their original CNIC or original Passport at the meeting.
- vii. Proxies attending meeting on behalf of members are also required to provide below information for the purpose of attending the Meeting



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through video link. Video link details and login credentials will be shared with proxy after verification.

Name of Proxy	CNIC No.	Folio No./CDC Account No.	Mobile No.	Email Address

### **E-VOTING & VOTING THROUGH POSTAL BALLOT:**

Pursuant to the Companies (Postal Ballot) Regulations, 2018 amended through SRO 2192(I)/2022 dated December 05, 2022 and SRO 905(I)/2023 dated July 07, 2023 issued by the SECP, the right to vote through electronic voting facility and voting by post shall be provided to the members if the number of persons who offer themselves to be elected is more than the number of directors fixed by Board of Directors of the Company, subject to the conditions contained in the Companies (Postal Ballot) Regulations, 2018.

### **CLOSURE OF SHARE TRANSFER BOOKS:**

The share transfer books of the Company will remain closed and no transfer of shares will be accepted for registration from July 05, 2024 to July 12, 2024 (both days inclusive). Transfers received in order at the office of Share Registrar address mentioned below, at the close of business on July 04, 2024 will be treated in time:

**CDC Share Registrar Services Limited,  
CDC House, 99-B, Block 'B',  
S.M.C.H.S., Main Shahrah-e-Faisal,  
Karachi-74400, Pakistan.**

### **CONSENT FOR VIDEO CONFERENCE FACILITY:**

In accordance with the provisions of Section 132 (2) and Section 134(1)(b) of the Companies Act, 2017, if the Company receives consent from members holding in aggregate 10% or more shareholding residing in a geographical location to participate in the Meeting through video conference at least 07 days prior to the date of EOGM, the Company will arrange video conference facility in that city subject to availability of such facility in that city. To avail this facility a request is to be submitted to office of the Company Secretary on given address:

**The Company Secretary,  
Attock Refinery Limited,  
The Refinery, P.O.,  
Morgah, Rawalpindi.**



**COMPUTERIZED NATIONAL IDENTITY CARD NUMBER / NATIONAL TAX NUMBER:**

In compliance with regulatory directives issued from time to time, members who have not yet provided their Computerized National Identity Card (CNIC) Numbers and/or National Tax Numbers (NTN), as the case may be, are requested to kindly provide copies of their valid CNIC and/or NTN certificates at the earliest:

- The shareholders who hold Company's shares in physical form are requested to submit the above information to the Share Registrar of the Company.
- Shareholders maintaining their shareholdings under Central Depository System (CDS) are advised to submit the above information directly to relevant Participant/CDC Investor Account Service.

**CHANGE OF ADDRESS:**

Members are requested to promptly notify any change of address to the Company's Share Registrar.

**STATUTORY CODE OF CONDUCT AT EOGM:**

Shareholders are requested to observe the conduct referred in sub-regulation 2 of Regulation 55 of the Companies Regulations, 2024 while attending the EOGM.

**STATEMENT OF MATERIAL FACTS UNDER SECTION 166(3) OF THE COMPANIES ACT, 2017:**

This statement sets out the material facts pertaining to the justification for choosing a person for appointment as an independent director to be elected at the EOGM of the Company scheduled to be held on July 12, 2024.

The independent directors will also be elected through the process of election of directors in terms of Section 159 and 166(1) of the Companies Act, 2017 read with the CCG Regulations, they shall meet criteria laid down under Section 166(2) of the Companies Act, 2017 and the Companies (Manner and Selection of Independent Directors) Regulations, 2018. The Company shall exercise its due diligence before selecting a person as an independent director and ensure that the name of independent directors are available in the databank of independent directors maintained by the Pakistan Institute of Corporate Governance.



# نیابت داری فارم

انٹرنیشنل لمیٹڈ

۲۲ واں غیر معمولی اجلاس عام



میں / ہم \_\_\_\_\_ سکنتہ \_\_\_\_\_ بحیثیت ممبر انٹرنیشنل لمیٹڈ کے \_\_\_\_\_ عمومی  
 حصص کا / کی / کے مالک ہوں / ہیں۔ جناب / مسز / محترمہ \_\_\_\_\_ سکنتہ \_\_\_\_\_ یا ان کی عدم  
 حاضری کی وجہ سے جناب / مسز / محترمہ \_\_\_\_\_ سکنتہ \_\_\_\_\_ کو کمپنی کے ۲۲ ویں  
 غیر معمولی اجلاس عام جو بروز جمعہ، ۱۲ جولائی ۲۰۲۳ کو ۱۱:۳۰ بجے صبح، انٹرباؤس، مورگاہ، راولپنڈی اور اس کے علاوہ بذریعہ وڈیولنک منعقد ہو گا یا اس کے کسی بھی التوائی  
 اجلاس کیلئے میرے / میری / ہمارے نیابت دار کے طور پر مقرر کرتا / کرتی / کرتے ہوں / ہیں کہ وہ میری / ہماری غیر موجودگی میں میری / ہماری جانب سے شرکت  
 کریں اور رائے دہندگی کا استعمال کریں۔

فولیو نمبر	سی ڈی سی اکاؤنٹ نمبر	
	پارٹنیشن آئی ڈی	اکاؤنٹ نمبر

پچاس روپے کی  
 رسیدی ٹکٹ  
 پر دستخط

دستخط کمپنی میں محفوظ نمونے کے مطابق ہونے چاہیں

\_\_\_\_\_ حصہ دار کے دستخط

\_\_\_\_\_ نیابت دار کے دستخط

\_\_\_\_\_ تاریخ: دن \_\_\_\_\_ ماہ \_\_\_\_\_ ۲۰۲۳

۱- گواہ: _____ دستخط _____ نام _____ پتہ _____	۲- گواہ: _____ دستخط _____ نام _____ پتہ _____
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\_\_\_\_\_ شناختی کارڈ نمبر \_\_\_\_\_

\_\_\_\_\_ یا \_\_\_\_\_ پاسپورٹ نمبر \_\_\_\_\_

## ضروری امور:

۱- باضابطہ مکمل شدہ اور دستخط کردہ نیابت داری فارم اجلاس کے انعقاد سے کم از کم ۳۸ گھنٹے قبل کمپنی کے رجسٹرڈ دفتر، پوسٹ بکس ریفرنسری، مورگاہ، راولپنڈی۔ ۳۶۶۰۰ پاکستان میں جمع کرانا ضروری ہے۔

۲- اگر ایک ممبر ایک سے زیادہ نیابت دار مقرر کرتا / کرتی ہے اور کمپنی میں ایک سے زیادہ نیابت داری کے فارم جمع کرواتا / کرواتی ہے تو ایسی تمام دستاویزات غیر موثر ہو جائیں گی۔

## ۳- سی ڈی سی اکاؤنٹ ہولڈرز / کارپوریٹ اداروں کیلئے:

مندرجہ بالا کے علاوہ درج ذیل تقاضے بھی پورے کرنے ہوں گے:-

- نیابت داری فارم کے ساتھ حصص داران اور نیابت دار کا شناختی کارڈ یا پاسپورٹ کی مصدقہ کاپی فراہم کرنا ہوگی۔
- کارپوریٹ ادارے کی صورت میں بورڈ آف ڈائریکٹرز کی قرارداد / مختار نامہ کے ساتھ نمونے کے دستخط (اگر پیشگی مبینہ نہیں کیا گیا) کمپنی کے نیابت داری فارم کے ساتھ پیش کرنا ہوں گے۔