



## MARI PETROLEUM COMPANY LIMITED

21-Mauve Area, 3rd Road, Sector G-10/4, Islamabad. www.mpcl.com.pk

### NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 40<sup>th</sup> Annual General Meeting (AGM) of the Shareholders of Mari Petroleum Company Limited will be held at the Registered Office of the Company situated at 21-Mauve Area, 3rd Road, Sector G-10/4, Islamabad on Tuesday, September 24, 2024, at 10:00 a.m., to transact the following business.

#### ORDINARY BUSINESS:

To receive, consider and adopt the Audited Separate and Consolidated Financial Statements of the Company for the year ended June 30, 2024 together with the Directors' and Auditors' reports thereon.

To approve, as recommended by the Board of Directors, the payment of final dividend @ Rs. 134/- per share (1,340 %) for the financial year ended June 30, 2024. This is in addition to the interim dividend @ Rs.98/- per share (980%) already paid.

To appoint Auditors for the year 2024-25 and fix their remuneration.

Any other business with the permission of the Chair.

#### SPECIAL BUSINESS:

##### 5. AMENDMENTS IN THE ARTICLES OF ASSOCIATION

To consider, and if deemed fit, to pass the following resolution, with or without modification, as a Special Resolution, so as to amend the Articles of Association of the Company:

**“RESOLVED THAT**, alterations proposed in Articles of Association of the Company, as recommended by the Board of Directors, be and are hereby approved.

**FURTHER RESOLVED THAT**, The Chief Executive and Company Secretary be and are hereby, singly or jointly, authorized to comply with all legal formalities in this regard.

**FURTHER RESOLVED THAT**, the aforesaid alteration in the Articles of Association of the Company shall be subject to any amendment, modification, addition or deletion as may be required and such amendment, modification, addition or deletion shall not require fresh approval of members.”

##### 6. CAPITALIZATION OF RESERVES BY ISSUE OF BONUS SHARES

To consider and approve the issue of bonus shares in the ratio of eight (08) shares for every one (01) share held (i.e., 800%), as recommended by the Board of Directors in its meeting held on

August 08, 2024, and if thought fit, to pass the following resolution as a Special Resolution:

**“RESOLVED THAT**, a sum of Rs. 10,590,001,000 (Rupees Ten Billion Five Hundred Ninety Million and One Thousand) out of the Capital Redemption Reserve Fund and Rs. 82,199,000 (Rupees Eighty Two Million One Hundred and Ninety Nine Thousand) out of un-appropriated profits of the Company available for appropriation as at June 30, 2024, be capitalized and applied for the issue of 1,067,220,000 (One Billion Sixty Seven Million Two Hundred Twenty Thousand) ordinary shares of Rs.10/- each as fully paid bonus shares to the members of the Company whose names will appear on the Register of Members as at the close of business on September 18, 2024 in proportion of eight (08) shares for every one (01) share held (i.e. 800%), and that such shares shall rank pari passu in every respect with the existing ordinary shares of the Company.

**FURTHER RESOLVED THAT**, the fractional entitlement of the Members shall be consolidated into whole shares and sold on Pakistan Stock Exchange (PSX). The sale proceeds thereof shall be donated as deemed appropriate by the Board.

**FURTHER RESOLVED THAT**, the Share Transfer Books of the Company be closed from September 19, 2024 to September 24, 2024 (both days inclusive) for the purpose of determining the entitlement of dividend and the bonus shares.

**FURTHER RESOLVED THAT**, the bonus shares to be issued against 5% Bonus Shares which are sub-judice before the Sindh High Court (SHC) be withheld by the Company till the final decision of SHC in the matter.

**FURTHER RESOLVED THAT**, the Company Secretary be and is hereby authorized to give effect to this resolution and to do or cause to do all acts, deeds and things that may be necessary or required for the issue, allotment and distribution of bonus shares.”

The statement under Section 134(3) of the Companies Act, 2017 in respect of Special Business is annexed with this notice.

By order of the Board



**Muhammad Sajjad**

Acting Company Secretary

September 02, 2024

**Notes:**

**Book Closure**

The Share Transfer Books of the Company shall remain closed from September 19, 2024, to September 24, 2024 ( both days inclusive). Transfers received in order at the Company’s Share Registrar, M/s Corplink (Pvt) Limited, Wings Arcade, 1-K Commercial, Model Town,

Lahore, up to the close of business on September 18, 2024, will be treated as in time for the purpose of attending the AGM, payment of cash dividend and entitlement of bonus shares.

## 2. Virtual Participation in the AGM Proceedings

Shareholders interested in attending the AGM virtually are hereby advised to get themselves registered with the Company by providing the following information through email at [corporate.affairs@mpcl.com.pk](mailto:corporate.affairs@mpcl.com.pk);

NAME OF SHAREHOLDER	CNIC NO.	FOLIO NO./CDC ACCOUNT NO.	NO. OF SHARES	CONTACT NO.	EMAIL ADDRESS

Online meeting link and login credentials will be shared with only those Members whose emails, containing all the required particulars, are received at the given email address by the end of business on Monday September 23, 2024. The login facility shall remain open from 10:00 a.m. till the end of the meeting on September 24, 2024.

## 3. Procedure for E-Voting

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 Members' Register of the Company by the close of business on September 18, 2024.

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 M/s Corplink (being the e-voting service provider).

Identity of the Members intending to cast vote through e-voting shall be authenticated through electronic signature or authentication for login.

E-Voting lines will start from September 21, 2024, from 09:00 a.m. and shall close on September 23, 2024, at 05:00 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.

## 4. Procedure for Voting Through Postal Ballot

Members may alternatively opt for voting through postal ballot. For the convenience of the members, Ballot Paper is annexed with this notice and the same can also be downloaded from the Company's website [www.mpcl.com.pk](http://www.mpcl.com.pk)

The members must 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, 21-Mauve Area, 3rd Road, Sector G-10/4, Islamabad or email at [chairman.bod@mpcl.com.pk](mailto:chairman.bod@mpcl.com.pk) one day before the AGM, i.e., on September 23, 2024. by 05:00 p.m. A postal ballot received after this time / date shall not be considered for voting. The signature on the Ballot Paper shall match with signature on the CNIC.

## **5. Attending AGM in person or through Proxy**

A member entitled to attend and vote at the above meeting may appoint a person/representative as Proxy to attend and vote on his behalf at the Meeting. The instrument of Proxy duly executed in accordance with the Articles of Association of the Company must be received at the Registered Office of the Company not less than 48 hours before the time of holding of the meeting. For the convenience of shareholders, blank proxy forms (both in English and Urdu) are available on the Company's website at <https://mpcl.com.pk/forms/>

In the case of a corporate entity, the Board of Directors' resolution/power of attorney with specimen signature of the nominee shall be produced before the meeting. The individual members or representatives of corporate members of the Company in CDC must bring original National Identity Cards or Passport and CDC Account and Participant ID Numbers to prove identity and verification at the time of the meeting.

CDC Investor Account Holders will further have to follow the guidelines issued by the Securities and Exchange Commission of Pakistan (SECP) in this regard.

## **6. Payment of Cash Dividend through Electronic Mode**

The provisions of Section 242 of the Companies Act, 2017 require that the dividend payable in cash shall only be paid through electronic mode directly into the bank accounts designated by the entitled shareholders. Therefore, for making compliance to the provisions of the law, all those physical shareholders who have not yet submitted their International Bank Account Number (IBAN No.) and CNIC details to the Company, are requested to provide the same on the Dividend Mandate Form available on Company's website at <http://mpcl.com.pk>. The shareholders of the Company in CDC are requested to provide the same to their Participants in CDC who maintain their accounts in CDC and ensure that their IBAN details are updated. In case of unavailability of IBAN and valid CNIC, the Company would be constrained to withhold dividend in accordance with the Companies (Distribution of Dividends) Regulations, 2017.

## **7. Deduction of Income Tax from Dividend and Exemptions from deduction**

The current prescribed rates for the deduction of withholding tax under Section 150 of the Income Tax Ordinance, 2001 from payment of dividend by the companies are as under:

For filers of income tax returns	: 15%
For non-filers of income tax returns	: 30%

The income tax is deducted from the payment of dividend according to the Active Tax-Payers List (ATL) provided on the website of FBR. All those shareholders who are filers of income tax returns are therefore advised to ensure that their names are entered into ATL to enable the Company to withhold income tax from payment of cash dividend @ 15% instead of 30%.

Further, according to Federal Board of Revenue (FBR), withholding tax will be determined separately on 'Filer/Non-Filer' status of Principal shareholder as well as joint holder(s) based on their shareholding proportions in case of joint accounts held by the shareholders.

In this regard all shareholders who hold shares jointly are requested to provide the shareholding proportions of Principal shareholder and Joint holders in respect of shares held by them to our Shares Registrar in writing as follows:

<b>MARI PETROLEUM COMPANY LIMITED</b>						
<b>FORM OF JOINT SHAREHOLDING PROPORTION</b>						
FOLIO/ CDC ACCOUNT NUMBER	TOTAL HOLDING	PRINCIPAL SHAREHOLDER		JOINT SHAREHOLDERS		SIGNATURES
		NAME OF PRINCIPAL SHAREHOLDER AND CNIC NO.	SHAREHOLDING PROPORTION (NO. OF SHARES)	NAMES OF JOINT SHAREHOLDERS AND CNIC NO.	SHAREHOLDING PROPORTION (NO. OF SHARES)	

The joint accounts information must reach our Shares Registrar within 10 days of this notice. In case of non-receipt of the information, it will be assumed that the shares are equally held by principal shareholder and the Joint Holder(s).

The corporate shareholders of the Company in CDC are advised to ensure that their National Tax Numbers (NTNs) have been updated with their respective participants, whereas corporate physical shareholders must send a copy of their NTN Certificate with their Folio Numbers mentioned thereon to the Company or its Shares Registrar.

The shareholders, who want to avail exemption u/s 150 of the Income Tax Ordinance 2001, must provide valid Tax Exemption Certificate to our Shares Registrar before commencement of book closure otherwise tax will be deducted on dividend as per applicable rates.

#### 8. **Transmission of Annual Audited Financial Statements, Reports and Notice of AGM**

The Annual Audited Separate and Consolidated Financial Statements of the Company for the year ended June 30, 2024, have been placed on the Company's website, which can be accessed/downloaded from the following link and QR code: <https://mpcl.com.pk/financial-reports/>



The Annual Audited Separate and Consolidated Financial Statements along with the reports and Notice of AGM are being sent to members who have provided their email addresses. Physical copy of the Annual Report will be provided to the members on demand.

#### 9. **Consent for Video Conference Facility**

Pursuant to Section 132 (2) of the Companies Act, 2017, Members may avail video conference facility for this Annual General Meeting provided the Company receives consent from the members holding aggregate 10% or more shareholding at least 7 days prior to the date of



meeting. The requisite form for availing the facility is provided at the website of the company at [www.mpcl.com.pk](http://www.mpcl.com.pk)

#### **10. Conversion of Physical Shares into Book-Entry Form**

As per Section 72 of the Companies Act, 2017, all listed companies are required to replace shares issued by them in physical form to book-entry form. Accordingly, all members of the Company having physical shares are advised to convert their shares into book-entry form at the earliest with the Central Depository Company of Pakistan Limited. The members may contact the Company or Shares Registrar, M/s Corplink (Pvt.) Limited for the conversion of physical shares into book-entry form.

#### **11. Unclaimed Dividends and Share Certificates**

The Company has previously discharged its responsibility under Section 244 of the Companies Act, 2017 whereby the Company approached the members to claim their unclaimed dividends and undelivered share certificates in accordance with the law.

Members, whose dividends and share certificates are still unclaimed/ undelivered, are hereby once again advised to approach the Company to claim their outstanding dividend amounts and/ or undelivered share certificates.

#### **12. Change of Address**

Members are requested to immediately notify the change in their mailing address to the Company's Shares Registrar, M/s Corplink (Pvt.) Limited.

#### **13. Contact Details**

For any query/information, the shareholders may contact Corporate Affairs Department, Phone: 051-111-410- 410, Email: [corporate.affairs@mpcl.com.pk](mailto:corporate.affairs@mpcl.com.pk) or to the Company's Shares Registrar, M/s Corplink (Pvt) Limited, Wings Arcade, 1-K Commercial, Model Town, Lahore. Phone: 04235916714, 04235916719. Email: [corporate@corplink.com.pk](mailto:corporate@corplink.com.pk), [corplink786@gmail.com](mailto:corplink786@gmail.com).

# STATEMENT OF MATERIAL FACTS UNDER SECTION 134(3) OF THE COMPANIES ACT, 2017

The Statement of Material Facts concerning the special businesses, proposed to be transacted at the Annual General Meeting of the Company to be held on September 24, 2024, is detailed as under:

## A) AMENDMENTS IN ARTICLES OF ASSOCIATION:

In order to bring the Company's existing Articles of Association in line with the changes made by the promulgation of the Companies Act, 2017 (which has repealed the Companies Ordinance, 1984), to streamline and improve the corporate governance practices of the Company, to bring clarity in the roles, rights and responsibilities of stakeholders and to rectify certain existing minor errors and inconsistencies, the Board of Directors of the Company in its meeting held on August 08, 2024 has recommended to amend certain clauses of the Articles of Association of the Company.

### **Interest of directors**

No directors or Chief Executive of the Company or their relatives have any interest in the proposed alterations to the Articles of Association of the Company except in their capacities as Directors/Chief Executive/Shareholders of the Company.

## 2. Availability of Relevant Documents

A copy of the comparative statement of the existing and amended Articles of Association identifying the proposed changes is being sent to the Members with this statement. The same shall also be made available to the members at the aforesaid AGM.

## 3. Following special resolution will be placed for consideration and adoption, with or without modification, of the members at the meeting:

**“RESOLVED THAT,** alterations proposed in Articles of Association of the Company, as recommended by the Board of Directors, be and are hereby approved.

**FURTHER RESOLVED THAT,** The Chief Executive and Company Secretary be and are hereby, singly or jointly, authorized to comply with all legal formalities in this regard.

**FURTHER RESOLVED THAT,** the aforesaid alteration in the Articles of Association of the Company shall be subject to any amendment, modification, addition or deletion as may be required and such amendment, modification, addition or deletion shall not require fresh approval of members.”

## B) CAPITALIZATION OF RESERVES BY ISSUE OF BONUS SHARES:

The Directors have recommended that in view of the Company's financial position, its undistributed reserves, may be capitalized to the extent of Rs. 10,672,200,000 (Rupees Ten Billion Six Hundred Seventy Two Million Two Hundred Thousand) available for appropriation as at June 30, 2024, by issue of 1,067,220,000 (One Billion Sixty Seven Million Two Hundred Twenty Thousand) ordinary shares of Rs.10/- each as fully paid

bonus shares in the ratio of eight (08) bonus shares for every one (01) ordinary share held (i.e. 800%). The Directors, directly or indirectly, are not personally interested in this issue except to the extent of their shareholding in the Company.

1. Following special resolution will be placed for consideration and adoption, with or without modification, of the members at the meeting:

**“RESOLVED THAT,** a sum of Rs. 10,590,001,000 (Rupees Ten Billion Five Hundred Ninety Million and One Thousand) out of the Capital Redemption Reserve Fund and Rs. 82,199,000 (Rupees Eighty Two Million One Hundred and Ninety Nine Thousand) out of un-appropriated profits of the Company available for appropriation as at June 30, 2024, be capitalized and applied for the issue of 1,067,220,000 (One Billion Sixty Seven Million Two Hundred Twenty Thousand) ordinary shares of Rs.10/- each as fully paid bonus shares to the members of the Company whose names will appear on the Register of Members as at the close of business on September 18, 2024 in proportion of eight (08) shares for every one (01) share held (i.e. 800%), and that such shares shall rank pari passu in every respect with the existing ordinary shares of the Company.

**FURTHER RESOLVED THAT,** the fractional entitlement of the Members shall be consolidated into whole shares and sold on Pakistan Stock Exchange (PSX). The sale proceeds thereof shall be donated as deemed appropriate by the Board.

**FURTHER RESOLVED THAT,** the Share Transfer Books of the Company be closed from September 19, 2024 to September 24, 2024 (both days inclusive) for the purpose of determining the entitlement of dividend and the bonus shares.

**FURTHER RESOLVED THAT,** the bonus shares to be issued against 5% Bonus Shares which are sub-judice before the Sindh High Court be withheld by the Company till the final decision of SHC in the matter.

**FURTHER RESOLVED THAT,** the Company Secretary be and is hereby authorized to give effect to this resolution and to do or cause to do all acts, deeds and things that may be necessary or required for the issue, allotment and distribution of bonus shares.”

#### **TAX ON ISSUE OF BONUS SHARES UNDER FINANCE ACT, 2023**

Effective July 1, 2023, companies are required to collect 10% tax from the shareholders at the time of issuance of bonus shares, which shall be the final tax on such income of the shareholders. The rate of tax for inactive taxpayers is 20%.

The value of bonus shares shall be taken as equivalent to day-end price on the first day of book closure.

In case of non-payment of tax by the shareholders, the company is required to dispose of the shares to the extent of the tax liability, to recover and deposit the tax.



**Ballot Paper for voting through post for poll to be held in person and virtually at Annual General Meeting to be held on September 24, 2024, at 10:00 a.m. at Islamabad**

Designated email address of the Chairman at which the duly filled in ballot paper may be sent: chairman.bod@mpcl.com.pk

Name of Shareholder/ Joint Shareholders	
Registered Address	
Folio No./ CDC Account No.	
No. 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 (✓) mark in the appropriate box below:

Agenda No.	Nature & Description of Resolution	No. of ordinary shares for which vote is cast	I/We assent to the Resolution(s) (FOR)	I/We assent to the Resolution(s) (AGAINST)
	<b>Special Business</b>			
1.	<p>To consider, and if deemed fit, to pass the following resolution, with or without modification, as a Special Resolution, so as to amend the Articles of Association of the Company:</p> <p><b>“RESOLVED THAT</b>, alterations proposed in Articles of Association of the Company, as recommended by the Board of Directors, be and are hereby approved.</p> <p><b>FURTHER RESOLVED THAT</b>, the Chief Executive and Company Secretary be and are hereby, singly or jointly, authorized to comply with all legal formalities in this regard.</p> <p><b>FURTHER RESOLVED THAT</b>, the aforesaid alteration in the Articles of Association of the Company shall be subject to any amendment, modification, addition or deletion as may be required and such amendment, modification, addition or deletion shall not require fresh approval of members.”</p>			

Agenda No.	Nature & Description of Resolution	No. of ordinary shares for which vote is cast	I/We assent to the Resolution(s) (FOR)	I/We assent to the Resolution(s) (AGAINST)
2.	<p>To consider and approve the issue of bonus shares in the ratio of eight (08) shares for every one (01) share held (i.e., 800%), as recommended by the Board of Directors in its meeting held on August 08, 2024, and if thought fit, to pass the following resolution as a Special Resolution:</p> <p><b>“RESOLVED THAT</b>, a sum of Rs. 10,590,001,000 (Rupees Ten Billion Five Hundred Ninety Million and One Thousand) out of the Capital Redemption Reserve Fund and Rs. 82,199,000 (Rupees Eighty Two Million One Hundred and Ninety Nine Thousand) out of un-appropriated profits of the Company available for appropriation as at June 30, 2024, be capitalized and applied for the issue of 1,067,220,000 (One Billion Sixty Seven Million Two Hundred Twenty Thousand) ordinary shares of Rs.10/- each as fully paid bonus shares to the members of the Company whose names will appear on the Register of Members as at the close of business on September 18, 2024 in proportion of eight (08) shares for every one (01) share held (i.e. 800%), and that such shares shall rank pari passu in every respect with the existing ordinary shares of the Company.</p> <p><b>FURTHER RESOLVED THAT</b>, the fractional entitlement of the Members shall be consolidated into whole shares and sold on Pakistan Stock Exchange (PSX). The sale proceeds thereof shall be donated as deemed appropriate by the Board.</p> <p><b>FURTHER RESOLVED THAT</b>, the Share Transfer Books of the Company be closed from September 19, 2024 to September 24, 2024 (both days inclusive) for the purpose of determining the entitlement of dividend and the bonus shares.</p> <p><b>FURTHER RESOLVED THAT</b>, the bonus shares to be issued against 5% Bonus Shares which are sub-judice before the Sindh High Court be withheld by the Company till the final decision of SHC in the matter.</p>			

Agenda No.	Nature & Description of Resolution	No. of ordinary shares for which vote is cast	I/We assent to the Resolution(s) (FOR)	I/We assent to the Resolution(s) (AGAINST)
	<p><b>FURTHER RESOLVED THAT</b>, the Company Secretary be and is hereby authorized to give effect to this resolution and to do or cause to do all acts, deeds and things that may be necessary or required for the issue, allotment and distribution of bonus shares.”</p>			

Signature of Shareholder(s)

Place: \_\_\_\_\_

Date: \_\_\_\_\_

**Notes/procedure for submission of ballot paper:**

Duly filled postal ballot should be sent to the Chairman MPCL Board of Directors, Mari Petroelum Company Limited, 21-Mauve Area, 3<sup>rd</sup> Road, Sector G-10/4, Islamabad - Pakistan or at e-mail: chairman.bod@mpcl.com.pk

Copy of CNIC/Passport (in case of foreigner) should be enclosed with the postal ballot form.

Postal ballot forms should reach chairman of the meeting on or before September 23, 2024, during working hours. Any postal ballot received after this date 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, overwritten ballot paper will be rejected.