



Tri-Pack Films Limited

A PACKAGES GROUP COMPANY



SEC/68/TRIPF

12 September 2024

The General Manager
Pakistan Stock Exchange Limited
Stock Exchange Building
Stock Exchange Road
Karachi.

Sub: Notice of Extraordinary General Meeting (Pre-Publication)

In accordance with Clause 5.6.9 (b) of the PSX Rule Book, please find enclosed herewith a copy of the captioned notice to the shareholders of Tri-Pack Films Limited prior to its publication in newspapers.

The appended notice will be published in newspapers namely Business Recorder [English] and Nawa-i-Waqt [Urdu] on Friday, 13 September 2024.

Yours sincerely,

For **TRI-PACK FILMS LIMITED**


Iqra Sajjad
Company Secretary





TRI-PACK FILMS LIMITED

NOTICE OF EXTRAORDINARY GENERAL MEETING (EoGM)

NOTICE is hereby given that an Extraordinary General Meeting (EoGM) of the Shareholders of Tri-Pack Films Limited ("the Company") will be held at 10:30 A.M. on Friday, October 04, 2024. The Securities and Exchange Commission of Pakistan (the "SECP") has vide its circulars issued from time to time directed the listed companies to hold general meetings virtually in addition to the requirement of holding a physical meeting.

Accordingly, the Company has made necessary arrangements to hold the meeting under hybrid arrangement i.e. in-person meeting at the Auditorium, Institute of Chartered Accountants of Pakistan (ICAP), Chartered Accountants Avenue, Block 8, Clifton, Karachi and virtual through Zoom.

ORDINARY BUSINESS

- To confirm the minutes of the 32nd Annual General Meeting held on April 23, 2024.
- To elect seven (7) Directors on the Board of Directors (the "Board") of the Company as fixed by the Board under Section 159(1) of the Companies Act, 2017.

The term of office of the Directors so elected shall be a period of three (3) years commencing from October 4, 2024, in accordance with the provisions of Sections 159 and 161 of the Companies Act, 2017 (the "Act").

Following is the list of names of retiring Directors, alphabetized by last names. All of them are eligible for re-election:

- | | | |
|--------------------------------|------------------------------|-------------------|
| 1. Mr. Asghar Abbas | 2. Syed Babar Ali | 3. Syed Hyder Ali |
| 4. Mr. Khurram Raza Bakhtayari | 5. Ms. Nermeen Towfiq Chinoy | 6. Mr. Asif Qadir |
| 7. Mr. Saquib Hussain Shirazi | | |

The statement of material facts as required under Section 166(3) of the Act has been dispatched to the members along with the notice of EoGM.

ANY OTHER BUSINESS

- To transact any other business with the permission of the Chairman.

Karachi
September 13, 2024

By Order of the Board
IQRA SAJJAD
Company Secretary

Notes:

- The share transfer books of the Company will remain closed from September 27, 2024 to October 04, 2024 (both days inclusive). Transfers received in order by the Company's Share Registrar M/s FAMCO Share Registration Services (Pvt.) Limited, 8-F, next to Hotel Faran, Nursery, Block 6, P.E.C.H.S., Shahrah-e-Faisal, Karachi by the close of business on September 26, 2024 (Thursday) will be considered in time to attend and vote at the meeting.
- A member entitled to attend and vote at the meeting may appoint another person as his/her proxy to attend, speak and vote at the meeting on his/her behalf. Instrument appointing proxy must be deposited at the Registered Office of the Company situated at 4th Floor, The Forum, Suite # 416-422, G-20, Block 9, Khayaban-e-Jami, Clifton, Karachi, not less than 48 hours before the time of the meeting.
- Proxy Form is available on the Company's website www.tripack.com.pk
- Shareholders holding physical shares are also required to bring their original Computerized National Identity Card (CNIC) and/or copy of CNIC of Shareholder(s) of whom he/she/they hold proxy(ies). Such Shareholder(s) shall not be allowed to attend and/or sign the Register of Shareholders/Members at the EoGM without such CNIC(s).
- The CDC Account Holders and Sub-Account Holders, whose registration details are available in the Share Book Details Report, shall be required to produce their respective original CNIC or original passport at the time of attending the meeting to facilitate identification. Such Account Holders and Sub-Account Holders should also bring/know their respective participation I.D. No. and the CDC Account No. and in case of proxy, he/she must enclose an attested copy of his/her CNIC or Passport. Representative(s) of corporate member(s) of the Company should bring an attested copy of Board Resolution/Power of Attorney and/or all such documents that are required for such purpose under Circular No. 1 dated 26 January 2000 issued by the SECP.

PARTICIPATION IN THE EoGM PROCEEDINGS VIA VIDEO CONFERENCING FACILITY

Shareholders interested in attending the EoGM virtually are requested to ensure their registration by sending their particulars at the designated email address shares.desk@tripack.com.pk mentioning their name, folio number, and email address with subject "Registration for Tri-Pack Films EoGM 2024" by the close of business hours on October 1, 2024. The log-in credentials and Zoom link to participate in the EoGM will be provided to the registered Shareholders via a response email.

DEPOSIT OF PHYSICAL SHARE CERTIFICATE IN CDC ACCOUNT

As per Section 72 of Companies Act, 2017, Shareholders having physical shares are encouraged to open the CDC sub account with any of the brokers or investor account directly with CDC to place their physical certificate(s) into scripless form.

STATUTORY CODE OF CONDUCT AT THE EoGM

The members are requested to observe the statutory code of conduct at the EoGM in accordance with Section 215 of the Act and Regulation 28 of the Companies (General Provisions and Forms) Regulations, 2018, whereby 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. As mentioned in these provisions, Shareholders shall not bring the material that may cause a threat to participants or premises where the meeting is being held, confine themselves to the agenda items covered in the notice of the EoGM and shall not conduct themselves in a manner to disclose any political affiliation. Additionally, Company is not permitted to distribute gifts in any form to its Shareholders in its meetings as per Section 185 of the Act.

NOTES REGARDING ELECTION OF DIRECTORS

- Any member who seeks to contest for election may select any one category in which he/she intends to contest the Election of Directors.

As required under the Listed Companies (Code of Corporate Governance) Regulations, 2019 (the "Regulations"), the voting for the purposes of the Election of Directors of the Company will be held separately in the following three (3) categories for the specified number of seats:

S. No.	Category	No. of Seat(s)
1	Independent Director(s)	2
2	Female Director	1
3	Other Director(s)	4
	Total Seats	7

- Any person seeking to contest the Election of Directors shall file his/her intention to offer himself/herself for Election of Directors with the Company in terms of Section 159(3) of the Act, via a notice in terms of the aforementioned section, together with a consent to act as a Director on Appendix to Form – 9 (duly completed and signed by the candidate as required under Section 167(1) of the Act);

- Signed declaration to the effect that he/she is aware of duties and powers of Directors under the Act, Memorandum and Articles of Association of the Company, the Rule Book of Pakistan Stock Exchange Limited, the Regulations, and other relevant and prevalent laws and regulations;
- Signed declaration that he/she is compliant with requirements and eligibility/qualification criteria as set out in the Act, Regulations and other relevant and prevalent laws and regulations for appointment as a Director/Independent Director of a listed company;

- Independent Director(s) shall meet the criteria laid down in Section 166(2) of the Act and the Companies (Manner and Selection of Independent Directors) Regulations, 2018 and his/her name must be included in the databank of Independent Directors maintained by the Pakistan Institute of Corporate Governance. Accordingly, following additional documents are also required to be submitted by the candidate(s) intending to contest Election of Directors as Independent Director(s):

- Declaration by Independent Director(s) under Clause 6(3) of the Regulations;
- Detailed profile along with his/her office address for placement on the Company's website;
- Detail of Directorships already held;
- Copy of valid CNIC (in case of a Pakistani national) or Passport (in case of a foreign national) and NTN & Folio No./CDC Investor Account No./CDC Sub Account No. (applicable for a person filing consent for the first time as such);

- Any member who seeks to contest for election in any category of Directors, as the case may be whether retiring or otherwise, file with the Company a notice of intention as such and select any one category in which he/she intends to contest for the Election of Director. The said notice must be filed not later than fourteen (14) days before the date of the EoGM.

POSTAL BALLOT/E-VOTING

In accordance with the Companies (Postal Ballot) Regulations, 2018, the right of vote through postal ballot shall be provided to the members of every company, subject to the requirements of Sections 143 and 144 of the Act; and exclusively for the members of a listed company for, inter alia, in case of Election of Directors, if the number of persons who offer themselves to be elected is more than the number of Directors fixed under sub-section (1) of Section 159 of the Act.

Accordingly, a postal ballot might be sent out to the Shareholders and published, in case the need to do so arises in light of the Companies (Postal Ballot) Regulations, 2018, not later than seven (7) days before the date of the EoGM.