

Notice of 21st Annual General Meeting

Notice is hereby given that the 21th Annual General Meeting (“AGM”) of **Roshan Packages Limited** (the “Company”) will be held on Monday, October 28, 2024 at 10:30AM at Shalimar Hall, Falettis Hotel, Lahore and via video link facility to transact the following business:

Ordinary Business:

1. To receive, consider and adopt the Chairman’s Review Report, Reports of Directors and Auditors together with Audited Annual Separate and Consolidated Financial Statements of the Company for the year ended 30 June, 2024.

The above audited financial statements and other documents have been uploaded on the Company’s website which can be down loaded using the following link and QR Enabled Code:

2. To appoint Company’s auditors and to fix their remuneration. The members are hereby notified that the Board and the Audit Committee have recommended the appointment of KPMG Taseer Hadi & Co, Chartered Accountants as auditors of the Company.
3. To approve the payment of final cash dividend of Rs.1 per share i.e. @ 10 % for the year ended 30 June 2024, as recommended by the Board of Directors of the Company.
4. To elect seven (7) Directors, as fixed by the Board of Directors in accordance with the provisions of the Companies Act, 2017, for the term of three (3) years The following are the names of retiring directors:
 1. Mr. Tayyab Aijaz
 2. Mr. Saadat Eijaz
 3. Mr. Zaki Aijaz
 4. Mr. Khalid Eijaz Qureshi
 5. Mr. Quasim Aijaz
 6. Mrs. Ayesha Mussaddaque Hamid
 7. Mr. Muhammad Naveed Tariq

Special Business:

5. To consider, ratify and approve the transactions carried out with related parties during financial year ended 30 June, 2024 under the authority of the special resolution passed in the annual general meeting held on 27 October, 2023 and to authorize the Chief Executive to approve all the transactions with the related parties carried out or to be carried out during the financial year ending 30 June 2025 and till the next Annual General Meeting and if thought fit, to pass, with or without modification, resolutions as Special Resolutions as proposed in the Statement of Material Facts.

Attached to this Notice being circulated to the shareholders is a statement of material facts along with draft resolutions proposed to be passed as special resolutions in relation to the aforesaid special businesses, as required under Section 134(3) of the Companies Act, 2017.

Lahore

Date: 7th October 2024

BY ORDER OF THE BOARD


HAMAD KHAN SHERWANI
Company Secretary

Notes:

1. Book Closure:

The Share Transfer Books of the Company will remain closed from 21 October, 2024 to 28 October, 2024 (both days inclusive). Transfers received in order at the office of our Share Registrar, CDC Share Registrar Services Limited, CDC House 99-B block B SMCHS, Main Shahrah-e-Faisal, Karachi by the close of business on 18th October 2024 will be treated in time to attend, speak and vote at AGM.

2. Polling on Special Business:

The members are allowed to exercise their right to vote through electronic voting facility or voting by post for the special business in accordance with the requirements and subject to the conditions contained in the Companies (Postal Ballot) Regulations, 2018.

3. Procedure for E-voting:

- (a) 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 of October 18, 2024. Book closer from Oct 21, 2024 to Oct 28, 2024.
- (b) The web address, login details, will be communicated to members via email. The security codes will be communicated to members through SMS from web portal of CDC Share Registrar Services Limited (being the e-voting service provider).
- (c) Identity of the members intending to cast vote through e-Voting shall be authenticated through electronic signature or authentication for login.
- (d) E-Voting lines will start from October 23, 2024, 09:00 a.m. and shall close on October 27, 2024 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

4. Procedure for voting through Postal Ballot:

The members may alternatively opt 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 address, Chairman

Roshan Packages Limited 325 GIII, Johar Town, Lahore, Pakistan or email at corporate@roshanpackages.com.pk by 27th October, 2024 during working hours. The signature on the ballot paper shall match the signature on CNIC.

This postal ballot paper is also available for download from the website of the Company at www.roshanpackages.com.pk or use the same as attached to this Notice and published in newspapers.

Please note that in case of any dispute in voting including the casting of more than one vote, the Chairman shall be the deciding authority.

5. Online Participation in the Annual General Meeting:

As per instructions of Securities and Exchange Commission of Pakistan, the Company has arranged video link facility for online participation of members in the AGM. To attend the meeting through video link, the members are requested to register themselves by providing the following information along with valid copy of CNIC / passport/ certified copy of board resolution/power of attorney in case of corporate shareholders with the subject “Registration for Roshan Packages Limited AGM” through email corporate@roshanpackages.com.pk on or before 26th October 2024.

Name of member	CNIC No.	CDC Account No/Folio No.	Cell Number.	Email address

The members who are registered after the necessary verification shall be provided a video link by the Company on the same email address that they email with the Company with. The Login facility will remain open from start of the meeting till its proceedings are concluded.”

6. Election of Directors

Any member who seeks to contest the election of Directors shall, whether he/she is a retiring director or otherwise, file with the Company the following documents and information at its registered offices not later fourteen days before the date of AGM.

- a) Notice of his / her intention to offer himself / herself for the election as a Director term of Section 159(3) of the Companies Act, 2017, in any of the following categories in accordance with Regulation 7A of the Listed Companies (Code of Corporate Governance) Regulations, 2019.

Category	Number of Directors to be Elected
Female Director	1
Independent Director	2
Other Director	4

- b) Consent to act as Director as prescribed under Section 167 of the Companies Act, 2017.

- c) His/ her Folio No. / CDC investors Account No./ CDC sub- Account No., number of shares held and contact details.
- d) Profile including other directorships / offices held, if any, along with his / her address to be placed on the website of the Company.
- e) An attested copy of computerized National Identity Card (CNIC) / passport (in case of foreigner) and Taxpayer Registration Certificate.
- f) A declaration on stamp paper that.
- He/she is not ineligible to become a director of the Company under Section 153 and any other provision of the Companies Act, 2017 and / or other applicable laws/ rules/ regulations.
 - He/she is not serving as a director including as an alternate director of more than seven listed companies including this Company (when elected /appointed as director) including as an alternate director.
 - He /she is aware of the duties and powers of a director under the memorandum and article of association of the Company and applicable laws/rules/ regulations, etc.
- g) Person contesting as Independent Director shall also submit:
- A declaration that he/ she qualifies the criteria of independence under the listed Companies (Code of Corporate Governance) regulations, 2019 and Companies Act,2017 and rules / regulations issued thereunder and that his / her name is listed on the data bank of independent directors maintained by an institute / organization duly notified by the Securities Exchange Commission of Pakistan.
 - And undertaking on non-judicial stamp paper that he /she meets the requirements of sub- Regulations,2018 along with relevant supporting information supporting the undertaking.
- h) Any other document/ information he /she thinks necessary and / or the Company may require.
- i) The contesting candidates are requested to read the relevant provisions/ requirements relating to the election of Directors under the Companies Act,2017 and rules/regulations issued thereunder and ensure compliance with the same in letter and spirit.
- j) A member who seeks to contest for election may select any one category in which he / she intends to contest election of directors. For the purposes of election of directors of the Company the voting shall be held in the following three (2) categories for the specified number of seats:

Sr. No	Category	Number of Seats
1.	Female Director	1
2.	Independent Directors	2
3.	Other Directors	4

TOTAL	7
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- k) The members in their discretion may cast vote to any candidate contesting election in each of the above categories. However, it must be noted that division of votes available to each member for a category shall be in proportion to the number of seats of directors under such category.
- l) If the number of persons who offer themselves to be elected in a category is not more than the number of directors to be elected in such category, such persons will be elected unopposed without the voting process.
- m) In case independent directors are elected unopposed and includes a female, and no nomination for female category is received, there will be no voting for female category and number of seats of other Non-Executive Directors will be five.
- n) The Company will provide the facility of electronic voting and voting by post if the number of persons who offer themselves to be elected is more than the number of Directors fixed under Section 159 (1) of the Companies Act.

Member are requested to update changes in their addresses, if any.

For any query / problem / information, member may contact the Company at email corporate@roshanpackages.com.pk and / or the share Registrar of the company at address given herein above and at (+92 42 3529734-38) Member may also visit website of the Company www.roshanpackages.com.pk. For notices/ information.

- 7. A member entitled to attend and vote at this meeting may appoint any other member as his/her proxy to attend and vote instead of him/her. A proxy must be a member of the Company. A proxy so appointed shall have such rights, as respects attending, speaking and voting at the Meeting as are available to the Member. The proxy shall produce his/her original Computerized National Identity Card (CNIC) or passport to prove his identity.
- 8. The instrument appointing a proxy and the power of attorney or other authority under which it is signed or a notarial attested copy of the power of attorney must be deposited at the Registered Office of the Company at least forty-eight (48) hours before the time of the meeting. Form of proxy in English and Urdu languages are attached to the notice of meeting sent to the shareholders.
- 9. Members who have deposited their shares into Central Depository Company of Pakistan Limited (“CDC”) will further have to follow the under mentioned guidelines as laid down by the Securities and Exchange Commission of Pakistan.

A. For Attending the Meeting

- a. In case of Individuals, the account holder and/or sub-account holder and their registration details are uploaded as per the CDC Regulations, shall authenticate his/her identity as per above procedure.
- b. In case of corporate entity, the Board's resolution/power of attorney with specimen signature of the nominee shall be as per above procedure.

B. For Appointing Proxies

- a. In case of individuals, the account holder and/or sub-account holder and their registration details are uploaded as per the CDC Regulations, shall submit the proxy form as per above requirements.
- b. The proxy form shall be witnessed by two persons, whose names, addresses and CNIC numbers shall be mentioned on the form.
- c. Attested copies of the CNIC or the passport of beneficial owners and the proxy shall be furnished with the proxy form.
- d. In case of corporate entity, the Board's resolution/power of attorney with specimen signature shall be furnished along with proxy form to the Company.

10. CNIC/IBAN for E-Dividend Payment. The provisions of Section 242 of the Companies Act, 2017 require the listed companies that any dividend payable in cash shall only be paid through electronic mode directly into the bank account of designated by the entitled shareholders. Accordingly, the shareholders holding physical shares are requested to provide the Company's Share Registrar at the address given herein above, electronic dividend mandate on E-Dividend Form available on website of the Company. In the case of shares held in CDC, the same information should be provided to the CDS participants for updating and forwarding to the Company. In case of non-submission, all future dividend payments may be withheld.

11. Zakat Declarations. The members of the Company are required to submit Declaration for Zakat exemption in terms of Zakat and Ushr Ordinance, 1980.

12. Circulations of Annual Reports through CD/DVD/USB/ Email. Pursuant to the Securities and Exchange Commission of Pakistan's notification S.R.O 470(I)/2016 dated 31 May, 2016, the shareholders of the company in its annual general held on 22 November, 2017 had accorded their consent for transmission of annual reports including annual audited accounts, notices of annual general meetings and other information contained therein of the Company through CD or DVD or USB instead of transmitting the same in hard copies. The shareholders who wish to receive hard copy of the aforesaid documents may send to the Company the request form provided in the annual report and also available on the website of the Company and the Company will supply hard copies of the aforesaid document to the shareholders on demand, free of cost, within one week of such demand. The shareholders who intend to receive the annual report including the notice of meeting through e-mail are requested to provide their written consent on the Standard Request Form available on the Company's website: www.roshanpackages.com.pk

13. Unclaimed Dividend and Bonus Shares. Shareholders, who by any reason, could not claim their dividend or bonus shares or did not collect their physical shares, if any, are advised to contact our Share Registrar M/s CDC Share Registrar Services Limited, CDC House 99-B block B SMCHS, Main Shahrah-e-Faisal, Karachi, to collect/enquire about their unclaimed dividend or pending shares, if any.

14. Replacement of Physical Shares into Book Entry Form. As per Section 72 of the Companies Act, 2017, every existing company shall replace its physical shares with book-entry form in a manner as may be specified and from the date notified by the Securities and Exchange Commission of Pakistan, within a period not exceeding four years from the commencement of the Companies Act, 2017 i.e. May 31, 2017. The shareholder holding shares in physical form are requested to please convert their shares in the book entry form. For this purpose, the shareholders may open CDC sub-account with any of the brokers or investor's account directly with the CDC to place their physical shares into scrip-less form. This will facilitate them in many ways including safe custody and sale of shares, anytime they want as the trading of physical shares is not permitted as per existing Regulations of the Pakistan Stock Exchange limited. It also reduces the risks and costs associated with storing share certificate(s) and replacing lost or stolen certificate(s) as well as fraudulent transfer of shares. For the procedure of conversion of physical shares into book-entry form, you may approach our Share Registrar at the address given herein above.

15. Placement of Financial Statements on the website of the Company. The Company has placed a copy of the Annual Report which *inter alia* includes Notice of AGM, Annual Separate and Consolidated Financial Statements for the year ended 30 June 2024 along with Auditors and Directors Reports thereon and Chairman's Review on the website of the Company: www.roshanpackages.com.pk

Statement of Material Facts under Section 134(3) of the Companies Act, 2017.

This statement sets out the material facts pertaining to the special business to be transacted in the Annual General Meeting of the Company to be held on 28th October, 2024.

Item 3 of the Agenda- Election of Directors

In Compliance of Section 166(3) of the Companies Act, 2017 for an independent director, consent papers will be accepted from those persons who meet the criteria set out for independence under section 166 of the Companies Act, 2017 and after observing relevant requirements of rules/ regulations issued thereunder including availability of their names on the data bank of independent directors maintained by an institute / organization duly notified by the Securities and Exchange Commission of Pakistan. Further, the Company while selecting independent directors shall exercise its own due diligence and shall also assess respective Companies, diversity, skill knowledge and experience of candidates. The Company shall ensure that independent directors are elected in the same manner as other directors are elected in terms of Section 159 of the Companies Act, 2017. The Board has selected Mr. and Mr. ___ as independent directors.

No Director has direct or indirect interest in the above-mentioned business except as shareholder and that he/she can contest for election of Directors.

Item 4 of the Agenda: Approval & Authorization of Related Party Transactions

Since the majority of the directors of the Company were interested in the related party transactions carried out with Roshan Enterprises and Roshan Sun Tao Paper Mills (Pvt) Limited (wholly owned subsidiary) in the ordinary course of business at arm's length basis, these transactions were executed during the financial year ended June 30, 2024 under the authority of the Special Resolution passed in the annual general meeting held on 27 October, 2023. All related party transactions were presented before the Board of Directors for their review and consideration as recommended by the Board Audit Committee on quarterly basis pursuant to Clause 15 of the Listed Companies (Code of Corporate Governance) Regulations, 2019. Accordingly, these transactions are being placed before the members of the Company for their approval pursuant to the aforesaid special resolution.

The following resolution is proposed to be passed as Special Resolution with or without any modification:

“Resolved that the following transactions carried out in the ordinary course of business at arm's length basis with Roshan Enterprises, Al Firdousi, Sehat Medical Devices Private Limited and Roshan Sun Tao Paper Mills (Pvt) Limited during the financial year ended June 30, 2024 be and are hereby ratified, approved and confirmed:

Transaction detail of Roshan Enterprises:

Name of Related Party	Name of Interested Directors	Nature of Relationship, interest	Detail, Description of Transaction and terms and conditions	Time frame/duration	Pricing policy	Amount of transaction Rupees
Roshan Enterprises	Saadat Eijaz	Partners, detail mentioned below.	Sale of packaging material	July23-June24	Arm's length basis	N/A
	Zaki Aijaz		Markup accrued on long term loan			N/A
	Quasim Aijaz		Markup settled during the year			N/A
	Khalid Eijaz Qureshi		Receipts during the year			N/A
			Loan Principle settled during the year			N/A

Mr. Khalid Eijaz, Mr. Quasim Aijaz, Mr. Saadat Aijaz, Mr. Zaki Aijaz, the Directors of the Company, are interested in transactions with Roshan Enterprises as they are partners in the related party. The shareholding of these Directors in the Company and extent of interests in Roshan Enterprises is detailed hereinafter.

Name of Director	% interest in Roshan Enterprises	% interest in company
SADDAT AIJAZ	27	11.86
ZAKI AIJAZ	10	11.86
KHALID EIJAZ QURESHI	36	14.65
QUASIM AIJAZ	27	2.96

Transaction detail of Roshan Sun Tao Paper Mills (Pvt) Limited (Wholly Owned Subsidiary):

Name of Related Party	Name of Interested directors	Nature of Relationship, interest	Detail, Description of Transaction and terms and conditions	Time frame/duration	Pricing policy	Amount of transaction Rupees
Roshan Sun Tao Paper Mills (Pvt) Limited	Tayyab Aijaz	Partners, detail mentioned below.	Long term loan given	July23- June24	Arms length basis	166,346,251
	Saadat Eijaz		Markup accrued on long term loan			151,031,141
	Zaki Aijaz		Markup received during the year			137,283,664
	Quasim Aijaz		Conversion of loan into equity			700,000,000
	Khalid Eijaz Qureshi					

Mr. Khalid Eijaz, Mr. Quasim Aijaz, Mr. Tayyab Aijaz, Mr. Saadat Aijaz, Mr. Zaki Aijaz, the Directors of the Company, are interested in transactions with Roshan Sun Tao Paper Mills (Pvt) Limited as they are Directors in the related party. The shareholding of these Directors in the company and extent of interests in Roshan Sun Tao Paper Mills (Pvt) Limited is detailed hereinafter.

Name of Director	% interest in Roshan Sun Tao Paper Mills (Pvt) Limited	% interest in company
TAYYAB AIJAZ	0.0010	26.84
SADDAT AIJAZ	0.0003	11.86
ZAKI AIJAZ	0.0003	11.86
KHALID EIJAZ QURESHI	0.000	14.65
QUASIM AIJAZ	0.000	2.96

The Company shall continue to carry out transactions with the related parties in its ordinary course of business at arm's length basis during the year ending June 30, 2024 and till the date of next annual general meeting. As mentioned hereinabove, the majority of the Directors are interested in these transactions, therefore, these transactions with related parties have to be approved by the shareholders.

The shareholders may authorize the Chief Executive to approve transactions with Roshan Enterprises and Roshan Sun Tao Paper Mills (Pvt) Limited during the financial year ending June 30, 2024 and till the date of next annual general meeting. However, these transactions shall be placed before the shareholders in the next AGM for their approval/ratification. The following resolution is proposed to be passed as Special Resolution with or without modification:

“Resolved that Roshan Packages Limited be and is hereby authorized to carry out transactions with Roshan Enterprises and Roshan Sun Tao Paper Mills (Pvt) Limited, related parties as and when required during the year ending 30 June, 2025 and till the date of next annual general meeting without any limitation on amounts of transaction and the Chief Executive of the Company be and is hereby authorized to undertake the transactions to be conducted with the Related Parties and take all necessary steps and to sign/execute any purchase order/document on behalf of the Company as may be required and to authorize any other officer of the Company to do so in order to implement this resolution.

Resolved further that these transactions shall be placed before the shareholders in the next annual general meeting for their ratification/approval.”

The names of interested directors and their respective interests have been disclosed hereinabove.



Roshan Packages Limited

Registered Office: 325 GIII Johar Town, Lahore
Phone: 042-35290735-38, Website: www.roshanpackages.com.pk

Ballot Paper for voting through Post for the Special Businesses

(Voting shall be held at Annual General Meeting to be held on 28th October 2024

Duly filled-in ballot paper shall be sent to the Chairman at his designated email address i.e. corporate@roshanpackages.com.pk

Folio/CDS Account Number	
Name of shareholder/joint shareholders	
Registered Address	
Number of shares held and folio number	
CNIC Number (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;

Sr. No.	Special Resolutions	No. of Ordinary shares for which votes cast.	I/We assent to the resolution (FOR)	I/We dissent to the resolution (AGAINST)
1	Resolution for agenda Item No. 5 as “To consider, ratify and approve the transactions carried out with related parties during financial year ended 30 June, 2024 under the authority of the special resolution passed in the annual general			

	meeting held on 27 October, 2023 and to authorize the Chief Executive to approve all the transactions with the related parties carried out or to be carried out during the financial year ending 30 June 2025 and till the next Annual General Meeting and if thought fit, to pass, with or without modification, resolutions as Special Resolutions as proposed in the Statement of Material Facts.”			
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In election of directors:

Calculation of votes for each category of election of directors

Category	Number of Directors to be elected	Number of Ordinary Shares	Total Number of votes in each category
Female Director	1	-	Total votes for female director = (number of voting shares X one (1) female director to be elected)
Independent Directors	2	-	Total votes for independent directors = (number of voting shares X two (2) independent directors to be elected)
Non-Independent Directors	4	-	Total votes for remaining directors = (number of voting shares X) remaining directors to be elected)

Sr. No	Name of directors	Category for which member is contesting i.e. Female, Independent & others	Number of votes given to the candidate

Signature of the Shareholder(s)

Place:

Date:

NOTES/PROCEDURE FOR SUBMISSION OF BALLOT PAPER

1. Duly filled and signed original postal ballot should be sent to the chairman, at 325 GIII Johar Town, Lahore or a scanned copy of the original postal ballot to be emailed to Chairman at: corporate@roshanpackages.com.pk
2. Copy of CNIC/Passport (in case of foreigner) should be enclosed with the postal ballot form.
3. Postal Ballot forms should reach chairman of the meeting on or before October 27, 2024 during working hours. Any postal Ballot received after this date, will not be considered for voting.
4. Signature on Postal Ballot should match the signature on CNIC/Passport (in case of foreigner).
5. Incomplete, unsigned, incorrect, defaced, torn, mutilated, over written ballot papers will be rejected.
6. In case of representative of body corporate and corporation, Postal Ballot must be accompanied with copy of CNIC of authorized person, along with a duly attested copy of Board Resolution, Power of Attorney, or Authorization Letter in accordance with Section(s) 138 or 139 of the Companies Act, 2017, as applicable, unless these have already been submitted along with Proxy Form. In case of foreign body corporate etc., all documents must be attested from the Pakistan Embassy having jurisdiction over the member.
7. Ballot paper has also been placed on the website of the Company www.roshanpackages.com.pk Members may download the ballot paper form the website or use original/photocopy published in newspapers.