



# PUNJAB OIL MILLS LIMITED

An ISO 9001, 14001, 45001, FSC 22000 & Halal Certified Company

November 5, 2024

The General Manager  
Pakistan Stock Exchange Limited  
Pakistan Stock Exchange Building/Road,  
Karachi

## NOTICE OF ANNUAL GENERAL MEETING

Dear Sir,

Enclosed please find a copy of the Notice of the Annual General Meeting to be held on Wednesday, November 27, 2024, for circulation amongst the TRE Certificate Holders of the Exchange.

Thanking you,

Yours faithfully,  
for **PUNJAB OIL MILLS LIMITED**

**Rana Shakeel Shaukat**  
Company Secretary

CC: The Director / HOD  
(Surveillance, Supervision and Enforcement Department),  
Securities & Exchange Commission of Pakistan, NIC Building, Jinnah Avenue,  
Blue Area, Islamabad

The Director BO  
Securities Market Division,  
Securities & Exchange Commission of Pakistan, NIC Building, Jinnah Avenue,  
Blue Area, Islamabad



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## NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that 43<sup>rd</sup> Annual General Meeting (“AGM”) of **Punjab Oil Mills Limited** (the “Company”) will be held on Wednesday, November 27, 2024, at 03:00 PM, at the registered office of the Company situated at Plot No. 26-28, Industrial Triangle, Kahuta Road, Islamabad, to transact the following business:

### ORDINARY BUSINESS

1. To confirm the minutes of the Annual General Meeting of the members held on October 26, 2023.
2. To receive, consider and adopt the Audited Financial Statements of the Company for the year ended June 30, 2024, together with the Chairman’s Review Report, Directors’ Report and Auditors’ Reports thereon.
3. To Appoint Auditors for the Company for the fiscal year ending June 30, 2025, and determine their compensation. The retiring auditor, M/s Crowe Hussain Chaudhary & Co., retires and, being eligible, applies for re-appointment. The shareholders are thus notified that the Audit Committee and the Board of Directors have recommended M/s Crowe Hussain Chaudhary & Co., Chartered Accountants for appointment as the Company's auditors for the year ending June 30, 2025.
4. To appoint Cost Auditors of the Company for the year ending June 30, 2025, and fix their remuneration. The shareholders are hereby notified that the Audit Committee and the Board of Directors have recommended the appointment of M/s BDO Ebrahim & Co., Chartered Accountants as Cost Auditors of the Company for the next year 2025.

### SPECIAL BUSINESS

5. To ratify and approve arm’s length transactions carried out with associated companies/ undertakings in the normal course of business, in accordance with Section 208 of the Companies Act 2017:
  - i. **RESOLVED** that the transactions carried out in normal course of business with associated Companies as disclosed in respective notes to the Audited Financial Statements for the year ended June 30, 2024, be and are hereby ratified and approved.
  - ii. **FURTHER RESOLVED** that the Chief Executive of the Company be and is hereby authorised to approve all the transactions carried out and to be carried out in normal course of business with associated companies during the year ended June 30, 2025, and in this connection the Chief Executive Officer be and is hereby also authorized to take any and all necessary actions and sign/execute any and all such documents/indentures as may be required in this regard on behalf of the Company.
6. To consider dissemination of annual audited financial statements through QR enabled code and weblink instead of transmitting the same in the form of CD/DVD/USB and approve the following resolution as a Special Resolution with or without modification: -



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“Resolved that dissemination of information regarding annual audited financial statements to the shareholders through QR enabled code and weblink as notified by the Securities and Exchange Commission of Pakistan vide its SRO 389 (I)/2023 dated 21st March 2023, be and is hereby approved while considering technological advancements and old technology becoming obsolete, the circulation of annual financial statements through CD/DVD/USB be discontinued.”

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

Lahore: October 30, 2024

**By Order of the Board  
(Rana Shakeel Shaukat)  
Company Secretary**

## NOTES: -

1. The Register of Members and Share Transfer Books of the Company will remain closed from November 20, 2024, to November 27, 2024 (both days inclusive) and no transfer of shares will be accepted for registration during this period. Transfers received in order at the office of our Shares Registrar Corplink (Private) Limited, Wings Arcade, 1-K, Commercial Model Town, Lahore, at the close of business hours on November 19, 2024, will be treated in time for the purpose of entitlement and attending the AGM.
2. All members are entitled to attend and vote at the meeting. A member entitled to attend and vote at the meeting is also entitled to appoint another member of the Company as his/her proxy to attend, speak and vote for him/her. In the case of corporate entity, the Board of Directors' resolution / power of attorney with specimen signature shall be submitted to the Company. A proxy must be a member of the Company. A member shall not be entitled to appoint more than one proxy to attend anyone meeting. The proxy duly executed instrument should be lodged at the Registered Office of the Company not later than 48 hours before the time of the meeting. The form of proxy must be witnessed with the addresses and CNIC numbers of witnesses, certified copies of CNIC of members and the proxy member must be attached and the revenue stamp should be affixed and defaced on the form of proxy.
3. The members are advised to bring their ORIGINAL Computerized National Identity Card (CNIC) and those members who have deposited their shares in Central Depository System should also be cognizant of their CDC Participant ID and Account Number at the meeting venue. In case of corporate entity, the Board of Directors' resolution / power of attorney with specimen signature of the nominee shall be produced at the time of the meeting.
4. The Securities & Exchange Commission of Pakistan (SECP) vide its Circular No. 4 of 2021 dated February 15, 2021, has directed all the listed companies to ensure participation of members in general meeting through electronic means (i.e., video-link, webinar, zooming etc.) as a regular feature from the date of this circular till further orders. In this regard, the interested shareholders can request by providing the following information to the Company Secretary at least 48 hours before the time of AGM at Email Address: [cs@punjaboilmills.com](mailto:cs@punjaboilmills.com).
  - a) Name of the Shareholder
  - b) CNIC Number
  - c) Folio / CDC Participant ID Number
  - d) Cell Number
  - e) Email Address
5. The shareholders are also encouraged to send their comments and suggestions, related to the agenda items of the AGM on [cs@punjaboilmills.com](mailto:cs@punjaboilmills.com), to be discussed in the meeting.



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## **Transmission of Annual Report 2024:**

- i. In terms of the approval of the members of the company in their Annual General Meeting held on November 27, 2024 and pursuant to the SECP's Notification No. SRO 389(1)/2023 dated March 21, 2023, the Annual Report for the financial year ended June 30, 2024 of the Company containing inter alia the audited financial statements, alongwith Auditors', directors' and Chairman's reports thereon may be reviewed and downloaded from the company's website.
  - ii. The Annual Report has also been emailed to those shareholders who have provided their valid email IDs' to the Company.
  - iii. The Shareholders who wish to receive hard copy of the aforesaid documents may send to the Company Secretary/Share Registrar, the Standard request Form provided in the Annual Report and available on the Company's website and the Company will supply hard copies of the aforesaid Annual Report to the shareholders on demand, free of cost, within one week of such demand.
6. Pursuant to section 132(2) of the Companies Act 2017, if Company receives consent form (form titled as "Consent for Video Conference" is available on Company's website) from the members holding aggregate 10% or more shareholding residing at geographical location to participate in the meeting through video conference facility at least 7 days prior to the date of AGM.
  7. Members desiring no deduction of Zakat from their dividend payment, are also requested to submit a valid declaration for non-deduction of Zakat duly attested by the oath commissioner.
  8. The members are requested to notify the Company or Shares Registrar of the Company of any change in their address.

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## **STATEMENT UNDER SECTION 134(3) OF THE COMPANIES ACT, 2017, SETS OUT THE MATERIAL FACTS CONCERNING THE SPECIAL BUSINESS TO BE TRANSACTED AT THE ANNUAL GENERAL MEETING OF THE COMPANY.**

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### **1. Agenda item No. 4(i) Ratification and Approval of the Related Party Transactions**

All transactions conducted by the Company with related parties for the fiscal year ended June 30, 2024, are detailed in the related party note 37 of the Annual Financial Statement for the year ended June 30, 2024. The Company conducted transactions with related parties on an arm's length basis in accordance with the approved related party transactions policy, during the normal course of business, and was periodically reviewed by the Audit Committee in accordance with clause 15 of the Listed Companies (Code of Corporate Governance) regulations, 2019.

The Board approved the transactions with related parties in the Quarterly/Annual financial statements for the fiscal year 2023-2024; however, due to the interest/concerns of some of the directors due to common directorship, the Board decided to present the above-mentioned related party transactions to the shareholders in AGM for ratification and approval.

### **2. Agenda item No. 4(ii) Authorisation for the Board of Directors to approve related party transactions during the fiscal year ending June 30, 2025**



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During the fiscal year ending June 30, 2025, the Company will conduct transactions with all related parties in the ordinary course of business and at arm's length in accordance with its related party transaction policy. All transactions with linked parties must be approved by the Audit Committee of the Board. Such transactions will be considered for approval by the Board of Directors based on the Audit Committee's recommendations. To promote transparent business practices, shareholders are recommended to authorize the Company's Board of Directors to approve transactions with related parties for the fiscal year ending June 30, 2025, which transactions will be presumed approved by the shareholders.

These transactions will be presented to the shareholders in the next Annual General Meeting for formal ratification/approval.

The Directors are only interested in the decisions within the framework of their common directorship of such related parties.