

## NOTICE OF THE ANNUAL GENERAL MEETING

Notice is hereby given that the 33<sup>rd</sup> Annual General Meeting of Calcorp Limited (the "Company") will be held on Tuesday, October 28, 2025 at 9:30 a.m. at the Auditorium Pakistan Stock Exchange Limited, Karachi and through video link facility to conduct the following business:

### Ordinary Business

1. To receive, consider and adopt the audited financial statements together with the Directors report, Auditors Report of the Company for the year ended June 30, 2025.
2. To appoint external auditors for the next financial year ending June 30, 2026 and to fix their remuneration. The present Auditors, M/S. Baker Tilly Mehmood Idrees Qamar, Chartered Accountants, retire and have not offered them for reappointment. Upon recommendation of the Audit Committee the Board has proposed to appoint UHY Hassan Naeem & Co. Chartered Accountants.

### Special Business

To approve circulation of Financial Statements and other documents through QR enabled code and weblink and to discontinue the circulation through USB/DVD/CD.

Statement of the Material Facts under section 134(3) of the Companies Act, 2017 is attached herewith.

***By Order of the Board***

Date: October 07, 2025

Place: Karachi

**Ilyas Ahmed**

***Company Secretary***

### Notes:

#### **Participation Of Shareholders Through Online Facility Participation in the Annual General Meeting**

SECP through its Guidelines, has directed the Listed Companies to also arrange the provision of video link facility. Accordingly, in the best health interest of our valued shareholders and to ensure maximum participation, the company has also arranged video link facility for attending this AGM. The shareholders interested in attending the AGM through video link are requested to register their following particulars by sending an email at [ilyas@heliosresol.com](mailto:ilyas@heliosresol.com) or Whatsapp No. 03008263654.

Folio/ CDC Account No.	Company Name	No. of shares held	Name	CNIC	Cell No	Email Address
	Calcorp Limited					

The video link and login credentials will be shared with the shareholders whose emails, containing all the requested particulars, are received at the above email address by or before the close of business hours

Shareholders can also send their comments / suggestions on [ilyas@heliosresol.com](mailto:ilyas@heliosresol.com) for the agenda items proposed to be conducted at the AGM in the same manner as it is being discussed in the AGM, and later shall be made part of the minutes of the meeting.

The purpose of the aforementioned arrangements is to ensure maximum participation of the shareholders in the AGM through an online facility. Shareholders are also requested to consolidate their attendance through proxies, so that the quorum requirement may also be fulfilled.

#### **Closure of Share Transfer Books**

The Share Transfer Books of the Company shall remain closed from October 25, 2025 to October 28, 2025 (both days inclusive). Transfers in the form of physical transfers / FDS Transaction IDs received in order at the Company's Share Registrar, Messrs.' F. D. Registrar Services (Pvt) Ltd, 17th Floor, Saima Trade Tower A, I.I. Chundrigar Road, Karachi, by close of business on October 24, 2025 will be treated in time to attend and vote at the meeting and for the purpose of the above entitlement to the transferees.

#### **Participation in the Meeting**

Only those persons, whose names appear in the register of members of the Company as on October 24, 2025 are entitled to attend, participate in, and vote at the Annual General Meeting.

A member of the Company entitled to attend and vote at the Annual General Meeting may appoint another person as his / her proxy to attend and vote instead of him / her. Proxies in order to be effective must be received at the registered office of the Company not less than 48 hours before the time of the Meeting and must be duly stamped, signed and witnessed.

### **Requirements for appointing Proxies**

In case of individuals, the account holder or sub-account holder whose registration details are uploaded as per the Central Depository Company of Pakistan Limited Regulations, shall submit the proxy form as per the above requirement.

The proxy form shall be witnessed by two persons whose names, addresses and CNIC numbers shall be mentioned on the form. Attested copies of the valid CNICs or the passports of the beneficial owner(s) and the proxy shall be furnished with the proxy form. The proxy shall produce his/her valid original CNIC or original passport at the time of the Annual General Meeting.

In case of a corporate entity, the Board of Directors' resolution/power of attorney, with specimen signature of the nominee, shall be submitted to the Company along with the proxy form unless the same has been provided earlier.

### **Polling on Special Business**

The members are hereby notified that pursuant to Companies (Postal Ballot) Regulations, 2018 amended through Notification dated December 05, 2022, issued by the Securities and Exchange Commission of Pakistan ("SECP"), wherein, SECP has directed all the listed companies to provide the right to vote through electronic voting facility and voting by post to the members on all businesses classified as special business. Accordingly, members of the Company will be allowed to exercise their right to vote through electronic voting facility or voting by post for the special business in its forthcoming Annual General Meeting to be held on October 28, 2025, at 9:30 a.m. in accordance with the requirements and subject to the conditions contained in the aforesaid Regulations.

For the convenience of the Members, ballot paper is annexed to this notice and the same is available on the Company's website at [https:// www. calcorp. com. pk](https://www.calcorp.com.pk)

### **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 24, 2025. M/s Digital Custodian Company Limited has been appointed as the service provider for the e-voting Facility.

(b) The web address, login details and password will be communicated to members via email. The security codes will be communicated to members through SMS and email from web portal of 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 25, 2025 at 09:00 a.m. and shall close on October 27, 2025 at 5:00 p.m. Members can cast their votes any time in this period.

Once a Member casts the vote on a resolution, he / she shall not be allowed to change it subsequently.

### **Procedure 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) one day before the General Meeting should reach the Chairman of the meeting through post on the Company's Registered address, 48 C Street 11, Khayaban e Jami DHA Phase VII, Karachi (Attention of the Company Secretary by or before close of business hours on October 27, 2025, or email at [chairman.generalmeeting@calcorp.com](mailto:chairman.generalmeeting@calcorp.com) The signature on the ballot paper shall match with the signature on CNIC.

### **Circulation / Transmission of Annual Financial Statements in Electronic Form**

In compliance with the section 223(6) of Companies Act 2017, the Company has electronically transmitted the Annual Report 2025 through email to shareholders whose email addresses are available with the Company's Share Registrar. In those cases, where email addresses are not available with the Company's Share Registrar, printed notice of AGM have been dispatched. However, the Company would provide hard copies of the Annual Report to the Shareholders on their demand at their registered addresses, free of cost, within one week of such request. The annual financial statements have also been uploaded on the Company's website and are readily accessible to the shareholders.

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

The SECP, through its letter No. CSD/ED/Misc/2016-639-640 dated March 26, 2021, has advised all listed companies to adhere to the provisions of Section 72 of the Companies Act, 2017 (the "Act"), which requires all companies to replace shares issued in physical form to book-entry form within four years of the promulgation of the Act. Accordingly, all shareholders of the Company having physical folios / share certificates are requested to convert their physical shares in Book Entry Form at the earliest. For this purpose, shareholders may either open an Investor Account with Central Depository Company of Pakistan Limited or a CDC sub-account with any duly recognized brokerage firm. Shareholders may also contact COMPANY's Share Registrar, Messrs. F.D. Registrar Services (Pvt.) Ltd in case they need any further assistance or guidance in this regard.

### **Change of Address**

Members are requested to immediately notify the Company's Share Registrar, Messrs. F.D. Registrar Services (Pvt.) Ltd of any change in their registered address.

### **Statutory Code of Conduct at AGM**

Section 215 of the Companies Act, 2017 and Regulation 28 of the Companies (General Provisions and Forms) Regulations 2018, state the Code of Conduct of Shareholders, as follows: 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. The law states that Shareholders shall not bring material that may cause threat to participants or premises where the AGM is being held, confine themselves to the agenda items covered in the notice of the AGM and shall not conduct themselves in a manner to disclose any political affiliation. Additionally, the Company is not permitted to distribute gifts in any form to its shareholders in its meetings as per Section 185 of Companies Act, 2017.

### **Prohibition on grant of gifts to Shareholders**

The Securities and Exchange Commission of Pakistan (the "SECP"), through its Circular 2 of 2018, dated February 9, 2018, has strictly prohibited companies from providing gifts or incentives, in lieu of gifts (tokens / coupons / lunches / takeaway packages) in any form or manner, to shareholders at or in connection with general meetings. Under Section 185 of the Act, any violation of this directive is considered an offense, and companies failing to comply may face penalties.

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

This Statement Sets out the Material Facts under Section 134(3) of the Companies Act, 2017 concerning the Special Business to be transacted at the Annual General Meeting of the Company to be held on October 28, 2025.

To approve circulation of the Annual Financial Statements to the members through QR enabled Code and weblink by passing an Ordinary Resolution stated below.

The Securities & Exchange Commission of Pakistan (SECP) Vide SRO 389(L)2023 dated 21 March, 2023 has allowed the listed companies to circulate the Annual Audited Financial Statements including Annual Balance Sheet and Profit and Loss Account, Auditor's Report and Directors' Report, etc. (Annual Report) to its members through QR enabled Code and Weblink. This will enable the Company to use technological advancements and cost saving.

The Company shall circulate the Annual Audited Financial Statements through email in case email address has been provided by the member to the Company. The Company shall send the complete Financial Statements with relevant documents in hard copy to the shareholders, at their registered address, free of cost, within one week if a request has been made by the member on the standard request for, available on the website of the Company.

The following resolution is proposed to be passed as Ordinary Resolution, with or without modification:

**“Resolved that** approval of the shareholders of Calcorp Limited (the “Company”) be and is hereby accorded and the Company be and is hereby authorized to circulate the Annual Financial Statements of the Company together with the reports and documents required to be annexed thereto under the Companies Act, 2017 through QR Enabled code and weblink instead of Circulation through CD/DVD/USB.

**“Further Resolved that** the Chief Executive Officer and the Company Secretary be and are hereby singly empowered and authorized to do all acts, deeds and things, take or cause to be taken all necessary action for the purposes of implementing this resolution.”

## **BALLOT PAPER FOR VOTING THROUGH POST**

**For poll at the Annual General Meeting of Calcorp Limited to be held on October 28, at 9:30 am at the Auditorium Pakistan Stock Exchange Limited. Karachi, Pakistan.**

Designated email address of the Chairman at which the duly filled in ballot paper may be sent, [chairman.generalmeeting@calcorp.com](mailto:chairman.generalmeeting@calcorp.com)

Name of shareholder/joint shareholders	
Registered Address	
Folio / CDC Participant / Investor ID with sub-account No	
Number of shares held	
CNIC, NICOP/Passport No. (in case of foreigner) (Copy to be attached)	
<b>Additional Information and enclosures</b> (In case of representative of body corporate, corporation and Federal Government.)	
Name of Authorized Signatory:	
CNIC, NICOP/Passport No. (In case of foreigner) of Authorized Signatory - (Copy to be attached)	

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;

<b>Special Business</b>
<b><u>AGENDA ITEM</u></b>
To approve circulation of Financial Statements and other documents through QR enabled code and weblink and to discontinue the circulation through USB/DVD/CD.

Sr. No.	Nature and Description of resolutions	No. of ordinary shares for which votes cast	I/We assent to the Resolutions (FOR)	I/We dissent to the Resolutions (AGAINST)
1.	Special Business			

**Signature of shareholder(s)**

### **NOTES:**

1. Duly filled postal ballot should be sent to the Chairman of the meeting at Calcorp Limited at Registered Address 48 C Street 11, Khayaban e Jami DHA Phase VII, Karachi. or through email at [info@fdregistrar.com](mailto:info@fdregistrar.com).
2. Copy of CNIC, NICOP/Passport No. (In case of foreigner) should be enclosed with the postal ballot form.
3. Postal ballot forms should reach chairman of the meeting till **5.00 p.m. October 27, 2025**. Any postal ballot received after this date, will not be considered for voting.
4. Signature on postal ballot should match with signature on CNIC, NICOP/Passport (In case of foreigner).
5. Incomplete, unsigned, incorrect, defaced, torn, mutilated, over written ballot paper will be rejected.