

## DESCON OXYCHEM LIMITED

### NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is hereby given that an Extraordinary General Meeting of the members of Descon Oxychem Limited. will be held on Tuesday, February 24, 2026, at 10.00 am, at Descon Headquarters, 18-Km Ferozepur Road, Lahore, to transact the following business: -

#### Ordinary Business:

1. To confirm the minutes of the last Annual General Meeting of the Company held on October 22, 2025.
2. To elect seven (07) Directors of the Company as fixed by the Board of Directors, in accordance with the provisions of Section 159 (1) of the Companies Act, 2017 for a term of three (03) years commencing from February 28, 2026 in place of the following retiring directors, who are also eligible for re-election: -
  1. Mr. Faisal Dawood
  2. Mr. Taimur Dawood
  3. Mr. Farooq Nazir
  4. Mr. Muhammad Zahir
  5. Mrs. Mehreen Dawood
  6. Mr. Imran Anwer
  7. Mr. Asif Qadir
3. To transact any other business with the permission of the Chair.

By Order of the Board

Abdul Sohail  
Company Secretary

Lahore  
February 03, 2026

#### Descon Oxychem Limited:



Corporate Office, 18 KM, Lahore Sheikhupura Road, Lahore - 53000, Pakistan.

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**Notes:**

**1. Closure of Share Transfer Books**

The share Transfer books of the Company will remain closed from 17th February 2026 to 24th February 2026 (both days inclusive) for attending and voting at the Extraordinary General Meeting. Physical transfers / CDS transaction IDs received by the share registrar of the Company Corplink Pvt. Ltd., 1-K Commercial, Model Town, Lahore.

**2. Participation in the Extraordinary General Meeting & Appointment of Proxy**

**A. For Attending the Meeting:**

In case of Individuals, the account holder or sub-account holder and/or the person whose securities are in a group account and their registration details as uploaded as per the CDC Regulations, shall authenticate his/her identity by showing his/her original computerized National Identity Card (CNIC) or original passport at the time of attending the meeting.

In case of a corporate entity, the Board of Directors' resolution/power of Attorney with the specimen signature of the nominee shall be produced (unless it has been provided earlier) at the time of the meeting.

**B. For Appointing Proxies:**

A member entitled to attend, speak, and vote at this meeting may appoint any other member as his/her proxy to attend, speak, and vote on his behalf. The instrument appointing a proxy and the power of attorney or other authority under which it is signed, or a notarized attested copy of the power of Attorney, must be received/deposited at the Registered Office of the Company not later than 48 hours before the meeting.

CDC Account holders will further have to follow the under-mentioned guidelines as laid down by the Securities Exchange Commission of Pakistan.

- i. In case of individuals, the account holder and/or the person whose securities are in a group account and their registration details are uploaded as per the CDC regulations, shall submit the proxy form as per the above requirement.
- ii. The proxy form shall be witnessed by one (01) person whose names, addresses and CNIC numbers shall be mentioned on the form.
- iii. Attested copies of CNIC or passport of the beneficial owners and the proxy shall be furnished all signed the proxy form.
- iv. The proxy shall produce his/her original CNIC or original passport at the time of the meeting.
- v. In case of a Corporate entity, the Board of Directors' resolution/ power of attorney (POA) with specimen signature shall be submitted (unless it has been provided earlier) along with the proxy form to the Company.

**Proxy Form**

**A proxy form is enclosed with this notice and also available on the Company's Official website.**

**3. Attending of Meeting Through Zoom Link Facility:**

The members may attend the EOGM through the video link using smartphones/tablets/laptops. Computers etc. to attend the meeting through a video link. Members and their proxies are requested to register themselves by providing the following information along a valid copy of their computerized National Identity Card (CNIC both sides) / passport, attested copy of board resolution / power of attorney (in case of corporate shareholders) through email at [shareholders@descon.com](mailto:shareholders@descon.com) not later than 48 hours before the time for holding the meeting.

Name of the shareholder	CNIC/Passport No.	Folio/CDC Account No.	No. of shares held	Cell No.	Email Address

**The login facility will be opened at 09:45 am on 24<sup>th</sup> February 2026, enabling the participants to join the proceedings.**

**4. Election of Directors**

Any member who seeks to contest the election of directors shall file with the Company at its registered Head Office, Descon Headquarters, 18-km, Ferozepur Road Lahore, not later than 14 days before the said meeting. His/her intention to offer himself for the election of directors in terms of Section 159 (3) of the Companies Act, 2017, together with:

- i. His/her folio number/CDC Account number/CDC Participant No./Sub-Account Number.
- ii. Notice of his/her intention to offer himself/herself for the election as a director, along with duly completed and signed Appendix to Form-9 giving his/her consent to act as a Director of the Company if elected (under section 167(1) of the Companies Act, 2017), and certify that he is not ineligible to become a Director under any applicable laws, Rules and Regulations.
- iii. Detailed profile along with official address to be placed on the Company's official website.
- iv. A declaration on non-Judicial confirming that:
  - a) He/she is aware of the duties and powers under the relevant applicable laws, Memorandum and Articles of Association of the Company, the Listed Companies (Code of Corporate Governance) Regulations, 2019 and listing regulations of Pakistan Stock Exchange Limited;

- b) He/ She is not serving as a director in more than seven (07) listed Companies simultaneously including an alternate Director.
- c) He/ She is not ineligible to become a Director of a listed company under Section 153 of the Companies Act, 2017 and any other applicable laws and regulations.
- d) He/ She is a registered tax payer and having NTN No.

v. Attested copy of a valid Computerized National Identity Card/ Passport and NTN certificate.

vi. Declaration by Independent Director(s) under clause 6(3) of the Listed Companies (Code of Corporate Governance) Regulation, 2019 on non-judicial Stamp paper that he/she qualifies the criteria of independence stipulated under section 166 of the Companies Act, 2017.

vii. Detail of other officers/directorships and offices held;

viii. The candidates are requested to read the relevant provisions/ requirements relating to the Election of Directors, as stipulated in the Companies Act, 2017 and the Listed Companies (Code of Corporate Governance) Regulation, 2019, the other applicable laws and regulations, and ensure compliance with the same in letter and spirit.

If the number of members who offer themselves in each category is not more than the number of Directors to be elected in such category, such members will be elected unopposed without the voting process.

#### **5. Change of Address:**

Members are requested to notify any change in their addresses immediately. Shareholders are requested to provide above mentioned information/documents to respective Central Depository System (CDS) Participants and (ii) in case of Physical securities to the share Registrar of the Company.

#### **6. Conversion of Physical Shares into CDS:**

We once again strongly advise the members of the Company, in their best interest, to convert their physical shares into book-entry form at the earliest.

#### **7. Unclaimed Dividend(s)**

Shareholders who could not collect their dividend/ physical shares are advised to contact our Share registrar to collect/ enquire about their unclaimed dividend or shares, if any.

#### **8. E-Voting/Postal Ballot facility:**

- i. The shareholders may be allowed to exercise their right to vote through e-voting / postal ballot, subject to the provisions of the Companies Act, 2017 and the Companies (Postal Ballot) regulations, 2018, 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, 2017. The e-Voting facility will be provided by the Corplink (Pvt.) Limited

ii. The Board of Directors of the Company has designated M/s Crowe Hussain Chaudhury & Co (Chartered Accountants) Lahore as the Scrutinizer for the purpose of voting, bringing with them the relevant experience, in accordance with Regulation 11 of the Companies (Postal Ballot) Regulations, 2018.

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

In terms of SECP's Circular No. 10 of 2014 dated May 21, 2014 read with the provisions contained under section 134(1)(b) of the Act, if the Company receives request / demand from members holding in aggregate 10% or more shareholding residing at a geographical location, to participate in the meeting through video conference at least 10 days prior to the date of meeting, the Company will arrange video conference facility in that city, subject to availability of such facility in that city. Members are requested to timely notify any change in their addresses.

In this regard, please fill the following form and submit to the Company at its registered address 10 days before holding of the EOGM. After receiving the request / demand of members having 10% or more shareholding in aggregate, the Company will intimate members regarding venue of video conference facility at least five (5) days before the date of EOGM along with complete information necessary to enable them to access such facility.

#### **REQUEST FOR VIDEO CONFERENCE FACILITY**

I / We / Messrs. \_\_\_\_\_ of \_\_\_\_\_ being Member(s) of Descon Oxychem Limited, holder of \_\_\_\_\_ ordinary share(s) as per Folio # \_\_\_\_\_ and / or CDC Participant ID & Sub- Account No. \_\_\_\_\_, hereby, opt for video conference facility at \_\_\_\_\_ city.

#### **10. 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 AS UNDER SECTION 166(3) OF THE COMPANIES ACT, 2017**

Section 166(3) of the Companies Act, 2017 provides that a statement of material fact is annexed to the notice of the EOGM called for the purpose of the election of directors, which shall indicate the justification for choosing the appointee for appointment as an independent director. Pursuant to the above-mentioned provision, independent directors will be elected through the process of election of directors as laid down under section 159 of the Companies Act 2017.

The Company will ensure that the independent directors to be elected will meet the criteria for independence under section 166 of the Companies Act, 2017, and regulations issued thereunder, and their names are listed in the data bank of independent directors maintained by Pakistan Institute of Corporate Governance.

The candidates are required to read the relevant provisions/requirements relating to the appointment/election of directors, as mentioned in the Companies Act, 2017, and the Listed Companies (Code of Corporate Governance Regulations), 2019, and ensure compliance with the same in letter and spirit. No directors have direct or indirect interest in the abovesaid business other than as shareholders of