

April 6, 2026

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

**Subject: Notice of the Annual General Meeting –  
Engro Polymer & Chemicals Limited (the “Company”)**

Dear Sir/Madam,

We enclose herewith the Notice of the Annual General Meeting (the “AGM”) of the Company.

The AGM of the Company will be held on Monday, April 27, 2026, at 02:30 p.m. at Karachi School of Business and Leadership (KSBL) situated at National Stadium Road, Opp. Liaquat National Hospital, Karachi-74800.

Kindly share this notice with the TRE Certificate Holders of the Exchange accordingly.

Best Regards,

For and on behalf of  
Engro Polymer & Chemicals Limited



Saqib Rafique, FCA  
Company Secretary

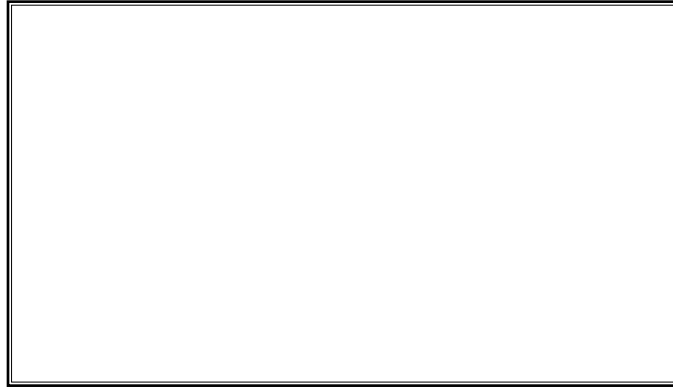
Copied to: Director / HoD  
Listed Companies Department, Supervision Division  
Securities and Exchange Commission of Pakistan  
NIC Building, 63 Jinnah Avenue, Blue Area,  
Islamabad

**Engro Polymer & Chemicals Limited**

8<sup>th</sup> Floor, The Harbour Front Building, HC-3, Marine Drive, Block 4, Clifton, Karachi 75600 Pakistan  
UAN: 92 (21) 111-411-411 Fax: 92 (21) 35166865



engro polymer & chemicals



**If undelivered:**

**M/s. FAMCO Share Registration Services (Private) Limited**

8-F, Near Hotel Faran, Nursery, Block-6

P.E.C.H.S. Shahrah-e-Faisal, Karachi.



# engro polymer & chemicals

## Notice of Annual General Meeting

Notice is hereby given that the Twenty Eighth Annual General Meeting (“**AGM**”) of the members of Engro Polymer & Chemicals Limited (the “**Company**”) will be held at Karachi School of Business and Leadership (KSBL) situated at National Stadium Road, Opp. Liaquat National Hospital, Karachi - 74800 on Monday, April 27, 2026, at 02:30 p.m. to transact the following businesses:

**Members are encouraged to attend the AGM through a video conference facility managed by the Company (please see the notes section for details).**

### A) ORDINARY BUSINESS

1. To receive, consider and adopt the Standalone and Consolidated Audited Financial Statements of the Company for the year ended December 31, 2025, together with the Directors’ and Auditor’s Reports thereon and Chairman’s Review Report.

As required under section 223(6) of the Companies Act 2017 (the “**Act**”), Financial Statements of the Company have been uploaded on the website of the Company which can be downloaded from the following link and/or QR enabled code:

<https://www.engropolymer.com/shareholder-information/#financial>



2. To appoint Auditors for the year 2026 and fix their remuneration.
3. To elect seven (07) Directors in accordance with section 159(1) of the Companies Act, 2017 (the “**Act**”) for a term of three years commencing from the date of holding of AGM i.e. April 27, 2026. The names of the retiring directors are **(1)** Mr. Ahsan Zafar Syed, **(2)** Mr. Kamran Nishat, **(3)** Mr. Nazoor Ali Baig, **(4)** Mr. Tariq Nisar, **(5)** Ms. Ayesha Aziz, **(6)** Mr. Athar Abrar Khwaja, and **(7)** Mr. Muhammad Bilal Ahmed.

By Order of the Board

Dated: April 6, 2026  
Karachi

**SAQIB RAFIQUE, FCA**  
Company Secretary

### NOTES

#### 1. 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 read with SRO 452(I) of 2025, 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. Hence, no gifts in any form will be distributed at the meeting.

#### 2. Participation in the AGM proceeding via video conferencing facility

Members are encouraged to attend the AGM proceedings via video-conferencing facility, which shall be made available by the Company.

All Shareholders/Members interested in attending the AGM, through video-conferencing facility are requested to register their Name, Folio Number, Cell Number, CNIC/Passport number at <https://forms.office.com/r/sBaaCZBBVL>. Confirmation email for video link and login credentials will be shared with only those Shareholders whose registration is received at least 48 hours before the time of AGM.

Shareholders can also provide their comments and questions for the agenda items of the AGM at the email address [agm.epcl@engro.com](mailto:agm.epcl@engro.com).



### 3. Electronic transmission of Annual Report 2025

In compliance with section 223(6) of the Act, the Company has electronically transmitted the Annual Report 2025 through email to Shareholders whose email addresses are available with the Company's Share Registrar, M/s. FAMCO Share Registration Services (Private) Limited (the 'Share Registrar'). In those cases, where email addresses are not available with the Share Registrar, printed notices of AGM along with the weblink and QR enabled code to download the said Annual Report have been dispatched. However, the Company will provide hard copies of the Annual Report to any member on their demand, at their registered address, free of cost, within one week of receiving such request.

Further, Shareholders are requested to provide their valid email address (along with a copy of valid CNIC) to the Share Registrar, if the member holds shares in physical form or, to the Member's respective Participant/Investor Account Services, if shares are held in book entry form.

### 4. Closure of Share transfer Book

The Share Transfer Book of the Company will be closed from Monday, April 20, 2026 to Monday, April 27, 2026 (both days inclusive). Transfers received in order at the office of our Share Registrar, M/s. FAMCO Share Registration Services (Private) Limited, 8-F, Near Hotel Faran, Block 6, P.E.C.H.S. Shahrah-e-Faisal, Karachi, PABX No. (+92-21) 34380101-5 and email: [info.shares@famcosrs.com](mailto:info.shares@famcosrs.com) by the close of business on Friday, April 17, 2026 will be treated in time for purpose of determining entitlement to attend and vote at the meeting.

### 5. Requirements for appointing Proxies

A Member entitled to attend and vote at the AGM shall be entitled to appoint another person, as his/her proxy to attend, speak and vote instead of him/her, and a proxy so appointed shall have all such rights in respect of attending, speaking and voting at the AGM as available to a Member. Proxies, in order to be effective, must be received by the Company not less than 48 hours before the meeting. A proxy holder may not need to be a member of the Company.

- a) 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.
- b) The proxy form shall be witnessed by two male persons whose names, addresses and CNIC numbers shall be mentioned on the form.
- c) Attested copies of the valid CNICs or the passports of the beneficial owner(s) and the proxy shall be furnished with the proxy form.
- d) The proxy shall produce his/her valid original CNIC or original passport at the time of the AGM.
- e) 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.

### 6. Right to cast vote and appointment of scrutiner

Pursuant to Companies (Postal Ballot) Regulations, 2018 and read with Sections 143 and 144 of the Act, Members will be allowed to exercise their right of vote through postal ballot, that is voting by post or through any electronic mode, in accordance with the requirements and procedure contained in the aforesaid Regulations. The Board of the Company has appointed M/s. BDO Ebrahim & Co. Chartered Accountants, a QCR-rated audit firm, to serve as the Scrutinizer for the election of directors, in accordance with Regulation 11 of the Companies (Postal Ballot) Regulations, 2018. Details regarding the Scrutinizer's qualifications and experience are available on their website (<https://www.bdo.com.pk/en-gb/about/about-bdo-pakistan>).

### 7. Unclaimed Dividend

As per the provision of section 244 of the Act, any shares issued, or dividend declared by the Company which have remained unclaimed / unpaid for a period of three years from the date on which it was due and payable are required to be deposited with SECP for the credit of Federal Government after issuance of notices to the Shareholders to file their claim. The details of the shares issued, and dividend declared by the Company which have remained due for more than three years were sent to Shareholders.

Shareholders are requested to ensure that their claims for unclaimed dividend and shares are lodged promptly. In case, no claim is lodged with the Company in the given time, the Company shall, after giving notice in the newspaper, proceed to deposit the unclaimed / unpaid amount and shares with the Federal Government pursuant to the provision of Section 244(2) of the Act.

## 8. Conversion of Physical Shares into CDC Account

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 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 shares from physical form into book-entry form at the earliest. Shareholders may contact a PSX Member, CDC Participant, or CDC Investor Account Service Provider for assistance in opening a CDS Account and subsequent conversion of the physical shares into book-entry form. Maintaining shares in book-entry form has many advantages – safe custody of shares with the CDC, avoidance of formalities required for the issuance of duplicate shares etc. The Shareholders of the Company may contact the Share Registrar and Transfer Agent of the Company, namely FAMCO Share Registration Services (Private) Limited for the conversion of physical shares into book-entry form.

### STATEMENT OF MATERIAL FACTS UNDER SECTION 166(3) OF THE COMPANIES ACT, 2017

This Statement sets out the material facts pertaining to the Election of Directors as described in the Notice of AGM of the Company.

#### **Agenda Item 3**

The term of office of the current directors of the Company will expire on April 27, 2026. In accordance with Section 159(1) of the Act, the Board of Directors have fixed the number of Directors to be elected at the AGM at seven (07) to hold the office of director for a period of three (3) years commencing from the date of the AGM.

In compliance with the provisions of Section 166 of the Act, the Listed Companies (Code of Corporate Governance) Regulations, 2019 and the Companies (Manner and Selection of Independent Directors) Regulations, 2018, the independent directors have been selected on the basis of their experience, competencies, expertise, diversity, skills and knowledge.

In order to safeguard the interest of the minority shareholders, any member can send his / her nomination for contesting the election of directors.

Any person who seeks to contest the election of the office of director, whether they are a retiring director or otherwise, shall submit the following documents to the Company Secretary at the address 19<sup>th</sup> Floor, The Harbor Front Building, HC-3, Marine Drive, Block 4, Clifton Karachi, not later than fourteen (14) days before the date of AGM:

1. Notice of his / her intention to offer himself / herself for the election of directors as per Section 159(3) of the Act, and consent to act as a director on Appendix to Form 9 as prescribed under the Act, and the Companies Regulations, 2024.
2. Any person contesting the election of directors must be a member of the Company at the time of filing his / her consent unless such person is representing a member which is not a natural person.
3. A signed declaration confirming that:
  - a) He / she is aware of his / her duties and powers under the Act, the Listed Companies (Code of Corporate Governance) Regulations, 2019, the Rule Book of Pakistan Stock Exchange Limited, Memorandum and Articles of Association of the Company and other relevant laws and regulations.
  - b) He / she is not ineligible to become a director of a listed company under the provisions of the Act, the Listed Companies (Code of Corporate Governance) Regulations, 2019 and other applicable laws / regulations.
4. A detailed profile along with his/her address for placement on the Company's website as required under SRO 1196 (I)/2019 dated October 03, 2019.
5. Details of other directorships held.
6. Copy of valid CNIC or Passport (in case of a foreign national) along with NTN and Folio Number / CDC Account or Sub Account number.



7. The following additional documents are required to be submitted by the candidates intending to contest the election as independent Director:
  - a) Declaration of independence under Regulation 6(3) of the Listed Companies (Code of Corporate Governance) Regulations, 2019.
  - b) Undertaking on non-judicial stamp paper that he/she meets the requirements of Regulation 4(1) of the Companies (Manner and Selection of Independent Directors) Regulations, 2018.
8. After the contestants file their notice / intention to stand for elections as an independent director, the Company shall ensure following criteria for choosing the appointee for appointment as independent director:
  - a) Inclusion of name of independent directors in the data bank maintained by Pakistan Institute of Corporate Governance (PICG) duly authorized by SECP.
  - b) Respective competencies, diversity, skill, knowledge and experience of the election contestants shall be assessed.
  - c) The company shall exercise due diligence before selecting a person from the data bank that the contestant meets the independence criteria as mentioned in Section 166(2) of the Companies Act, 2017.

The final list of candidates contesting the election will be circulated not later than seven (7) days before the date of the AGM in terms of Section 159(4) of the Act. The website of the Company will be updated with the required information and Directors' profile.

#### **UPDATE UNDER THE COMPANIES (INVESTMENT IN ASSOCIATED COMPANIES OR ASSOCIATED UNDERTAKINGS) REGULATIONS, 2017**

On March 26, 2025, the Shareholders approved extending intercompany loans / financing facilities of up to PKR 5 billion for Engro Corporation Limited and PKR 5 billion for Engro Fertilizers Limited, which were initially approved by the Shareholders of the Company on March 28, 2024. These intercompany loans / facilities have not been utilized to date since approval. There has been no material adverse change in the financial statements of Engro Corporation Limited and Engro Fertilizers Limited since the approval of these facilities.

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# Form of Proxy

I/We \_\_\_\_\_  
of \_\_\_\_\_ being a member of ENGRO POLYMER & CHEMICALS LIMITED  
and holder of \_\_\_\_\_

(Number of Shares)

Ordinary Shares as per share Register Folio No. \_\_\_\_\_  
and/or CDC Participant I.D. No. \_\_\_\_\_ and Sub Account No. \_\_\_\_\_,  
hereby appoint \_\_\_\_\_ of \_\_\_\_\_ or failing him/ her \_\_\_\_\_  
\_\_\_\_\_ of \_\_\_\_\_

as my proxy to vote for me/us and on my/our behalf at the Annual General Meeting of the Company to be held on the 27<sup>th</sup>  
day of April, 2026 and at any adjournment thereof.

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2026.

WITNESSES:

1) Signature: \_\_\_\_\_  
Name: \_\_\_\_\_  
Address: \_\_\_\_\_  
\_\_\_\_\_  
CNIC : \_\_\_\_\_  
Or Passport No : \_\_\_\_\_

2) Signature: \_\_\_\_\_  
Name: \_\_\_\_\_  
Address: \_\_\_\_\_  
\_\_\_\_\_  
CNIC No : \_\_\_\_\_  
Or Passport No : \_\_\_\_\_

\_\_\_\_\_  
Signature  
Signature should agree with the specimen  
registered with the Company

**Note:**

Proxies in order to be effective, must be received by the Company not less than 48 hours before the meeting. A Proxy holder may not need to be a member of the Company.

CDC Shareholders and their proxies are each requested to attach an attested photocopy of their Computerized National Identity Card or Passport with this proxy form before submission to the Company.



# پراکسی فارم

میں رہم \_\_\_\_\_ کی طرف \_\_\_\_\_ سے \_\_\_\_\_ بحیثیت اینٹروپولیمرا اینڈ کیمیکلز لمیٹید کے رکن، اور \_\_\_\_\_ (حصص کی تعداد) \_\_\_\_\_ عمومی حصص یافتہ جن کی مالیت فی حصص رجسٹرڈ فلیو نمبر \_\_\_\_\_ اور ایسی ڈی سی participant آئی ڈی نمبر \_\_\_\_\_ اور ذیلی اکاؤنٹ نمبر \_\_\_\_\_ اپنی دانست میں \_\_\_\_\_ کی طرف سے \_\_\_\_\_ کو بطور پراکسی تعینات کرتا ہوں میری / ہماری طرف سالانہ عام اجلاس میں شرکت کریں اور

ووٹ دیں جو بتاریخ 27 اپریل، 2026 کو منعقد کیا جائے گا

دستخط \_\_\_\_\_ مورخہ / بتاریخ \_\_\_\_\_ / 2026-

گواہان:

۱- دستخط: \_\_\_\_\_

نام: \_\_\_\_\_

پتہ: \_\_\_\_\_

\_\_\_\_\_

کمپیوٹرائزڈ قومی شناختی کارڈ نمبر: \_\_\_\_\_

پاسپورٹ نمبر: \_\_\_\_\_

دستخط شیئر ہولڈر  
دستخط گہنی میں کئے جانے والے دستخط سے مماثلت رکھتے ہوں

۲- دستخط: \_\_\_\_\_

نام: \_\_\_\_\_

پتہ: \_\_\_\_\_

\_\_\_\_\_

کمپیوٹرائزڈ قومی شناختی کارڈ نمبر: \_\_\_\_\_

پاسپورٹ نمبر: \_\_\_\_\_

نوٹ: پراکسی بحیثیت کی صورت میں پراکسی فارم کمپنی کو سالانہ عام اجلاس کے انعقاد سے 48 گھنٹے پہلے تک کمپنی کو موصول ہو جانے چاہیں۔ منتخب پراکسی کمپنی کا ممبر ہونا ضروری نہیں۔

سی ڈی سی شیئر ہولڈرز اور ان کی نمائندہ پراکسی کو اپنی اصل قومی شناختی کارڈ کی یا پاسپورٹ کی منظور شدہ کاپی اس فارم کے ساتھ کمپنی کو بھیجینی ہے