

## ROSHAN PACKAGES LIMITED

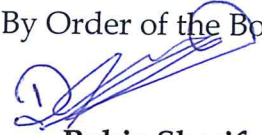
### NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is hereby given that an Extraordinary General Meeting (EOGM) of Roshan Packages Limited will be held on **Monday, 16-January-2023 at 11:00 a.m.** at Hotel Royal, 110 Expo Center Road, opp. Expo Gate, Block J, Johar Town, Lahore and through video link to transact the following **Special Business**:

- To consider and if deemed fit, pass with or without modification, a resolution as Special Resolution, as proposed in the Statement of Material Facts, pursuant to the provisions of Section 199, 208 and all other applicable provisions of the Companies Act, 2017 to acquire the land, building and transformer in settlement of the Company's loan receivables from Roshan Enterprises, an associated undertaking.

Attached to this Notice is a Statement of Material Facts along with draft resolutions proposed to be passed as special resolutions in relation to the aforesaid special business, as required under Section 134(3) of the Companies Act, 2017.

By Order of the Board



**Rabia Sharif**  
Company Secretary

**Lahore**  
**22-Dec-2022**

#### Notes:

#### 1. Book Closure:

The Share Transfer Books of the Company will remain closed from 09-January-2023 to 16-January-2023 (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 06-January-2023 will be treated in time for determination of entitlement to attend, speak and vote at the EOGM.

#### 2. Online Participation in the Extra Ordinary General Meeting:

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 EOGM" through email [corporate@roshanpackages.com.pk](mailto:corporate@roshanpackages.com.pk) on or before 12-January-2023.

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 the Company with. The Login facility will remain open from start of the meeting till its proceedings are concluded.

3. 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.

4. 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 is attached to the notice of meeting sent to the shareholders.

5. 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 by showing his/her original CNIC or, original Passport at the time of attending the Meeting.
- b. In case of corporate entity, the Board's resolution/power of attorney with 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. 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. The proxy shall produce his original CNIC or original passport at the time of the Meeting.
  - e. In case of corporate entity, the Board's resolution/power of attorney with specimen signature shall be furnished (unless it has been provided earlier) along with proxy form to the Company.
6. **CNIC/IBAN for E-Dividend Payment.** The provisions of Section 242 of the Companies Act, 2017 require that listed companies pay any dividend payable in cash only through electronic mode directly into the bank account designated by the entitled shareholders. Accordingly, the shareholders holding physical shares are requested to provide an electronic dividend mandate on E-Dividend Form available on the website of the Company to the Company's Share Registrar at the address given herein above, if not already provided,. 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.
7. **Unclaimed Dividend and Bonus Shares.** Shareholders, who for 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.

**STATEMENT UNDER SECTION 134(3) OF THE COMPANIES ACT, 2017 CONCERNING THE SPECIAL BUSINESS TO BE TRANSACTED AT THE EXTRAORDINARY GENERAL MEETING:**

This statement sets out the material facts concerning the Special Business to be transacted at the Extraordinary General Meeting of the Company to be held on Monday, 16<sup>th</sup> January 2023.

An amount of PKR 159,739,045 is receivable from Roshan Enterprises, an associated undertaking, the detail of which is as follows:

Description	Amount (PKR)	Markup rate	Repayment date
Loan	122,722,688		28 October, 2022
Markup	30,586,529	1Year Kibor+2%	28 October, 2022
Markup with penalty*	6,429,828	1Year Kibor+2%+2%	31 January, 2023
<b>Total</b>	<b>159,739,045</b>		

\* *Mark up and penalty calculated from 29 October, 2022 till 31 January 2023 (expected date of settlement of the transaction)*

The above loan was approved by the shareholders through special resolution passed in their meetings held on 29<sup>th</sup> October 2018 and 28<sup>th</sup> October 2020.

Owing to liquidity issues, the associated company has offered the Company the land, building and transformer ("assets") located at Bhalwal, district Sargodha for settlement of the total outstanding amount. The matter was placed before the Board of Directors, however, due to majority of directors being interested in the proposed transaction, the matter is being placed before the members for consideration as required under the applicable law.

Further, Section 199(4) of the Companies Act, 2017 requires that no change in nature and terms and conditions of the investment shall be made except under the authority of a special resolution. Accordingly, change in term and condition of the repayment of the loan (*acquisition of assets in place of repayment of outstanding amount*) is being presented to the members for approval through passing of special resolution to fulfill the requirements of the afore-mentioned laws and regulations.

The following further information is provided to the members with regard to the matter at hand:

**Name of related party/connected person:**

Roshan Enterprises (an associated undertaking)

**Names of interested or concerned persons or directors:**

Mr. Khalid Ejaz Qureshi

Mr. Zaki Aijaz

Mr. Quasim Aijaz

Mr. Saadat Eijaz

**Nature of relationship, interest or concern:**

<i>Name of Director</i>	<i>% interest in Roshan Enterprises</i>	<i>% interest in company</i>

Saddat Eijaz	27	11.86
Zaki Aijaz	10	11.86
Khalid Eijaz Qureshi	36	14.65
Quasim Aijaz	27	2.96

**Detail, particulars, description, terms and conditions of the arrangement:**

The associated company owes **PKR 159,739,045** to the Company and its assets are being acquired in settlement of the outstanding loan and markup.

**Amount of transaction:**

Loan amount (including markup) of **PKR 159,739,045** and Transfer cost of **PKR 13,377,861**.

**Time frame or duration of transaction:**

The assets will be transferred after the approval of the members.

**Pricing Policy:**

The outstanding amount will be settled through acquisition / transfer of assets of associated undertaking at their market value determined through independent valuation by a registered valuer.

**Recommendation of the audit committee:**

The audit committee has recommended the settlement arrangement for approval of the board of directors

**Value of the assets**

Current Assessed Value of assets to be acquired **PKR 214,871,676**

Forced Sale Value **PKR 182,640,924**

**Detail of assets and their valuation is as follows:**

**Location** - 11 KM, Kot Momin - Bhalwal Road, Village Chak 9 Lokeri, Tehsil Bhalwal, District Sargodha.

The valuation has been carried out by M/s Unicorn International Surveyors. The details of valuation are as follows:

	Assessed Value PKR	Forced Sale Value PKR
<b>1 Land</b>		
Land-1 (14 kanals)	140,000,000	146,925,900
Land-2 (38.04 kanals)	25,000,000	
Land-3 (1.9635 kanals)	7,854,000	
<b>2 Building</b>		
Building 1 (14,270 Sqft.)	27,747,276	34,015,025
Building II (3,999 Sqft.)	12,270,400	
<b>3 Transformer - 100 KVA</b>	2,000,000	1,700,000
	<b>214,871,676</b>	<b>182,640,924</b>

\* Land is registered in the names of following partners on behalf of Roshan Enterprises who are also directors of the Company or relative to the Directors of the Company;

- Mr. Khalid Ejaz Qureshi
- Mr. Quasim Aijaz
- Mr. Saadat Eijaz
- Ms. Roshan Aara

**Other relevant information/reason(s)/consideration for acquisition of assets:**

The assets are being acquired from associated undertaking against settlement of outstanding loan / markup / penalty thereon, as the associated company is unable to repay the amount in cash, owing to liquidity issues.

**Benefits likely to accrue to the company or /and its members:**

The property is located at the heart of the industrial area having best quality kinoo processing and pulp making plants. The nearby land marks are as follows:

- ❖ Salam Interchange (16.5 km),
- ❖ Kot Momin Interchange (14.1 km),
- ❖ Bhalwal Railway Station (5.8km),
- ❖ Sargodha International Dry Port (10.4km) and
- ❖ Bhalwal Industrial Estate (11.4km).

Further, there is already a packaging company, and flour and sugar mills in the vicinity of the said property. The industry in the area is developing and progressing.

Recently, housing societies have been developed across the Bhalwal – Kot Momin Road. There is a great potential for housing societies to acquire this land.

The investment has the following advantages:

1. Assets valuing PKR 214,871,676 (Forced Sale Value PKR 182,640,924) are being acquired at PKR 173,116,906.
2. The property will appreciate in future and RPL can also sell it to interested parties including housing societies and industrial/commercial development, at a profit.
3. RPL may use the location for warehousing facility in kinoo rich area, as kinoo is the major product in fruit sector, which is packaged in corrugated cartons.
4. RPL has the option to install packaging facility at this location.
5. It includes agricultural land, which can be used for harvesting to earn revenue.

None of the directors, sponsors and majority shareholders of the Company (and their relatives) have any interest, directly or indirectly, in the proposed special resolution / transaction, except as stated above.

The following is proposed to be passed as special resolution, with or without any modification:

**Resolved that** pursuant to the requirements of Section 199, 208 and all other applicable provisions of the Companies Act, 2017 and related rules and regulations made thereunder, approval of the members of Roshan Packages Limited (the “Company”) be and is hereby accorded and the Company be and is hereby authorized to acquire the land, building and transformer valued at PKR 214,871,676 (Forced Sale Value of PKR 182,640,924) calculated by registered valuer, against settlement of the Company’s receivable of PKR 159,739,045 from Roshan Enterprises, an associated company and Transfer Cost of assets amounting to approximately PKR 13,377,861, which shall be paid by the Company.

**Further resolved that** the Chief Executive Officer be and is hereby singly empowered and authorized to take all steps and actions necessary, incidental and ancillary including execution of any and all documents and agreements as may be required in this regard and to do all acts, deeds and things, that may be considered for the purpose of implementing this resolution.

**Statement Under Rule 4(2) of the Companies’ (Investment in Associated Companies or Associated Undertakings) Regulations, 2017**

<b>Name of Investee Company</b>	<b>Roshan Sun Tao Paper Mills (Pvt) Limited</b>
<b>Total Investment Approved:</b>	For Equity: up to 900 Million For Loan and advances: 500 Million
<b>Amount of Investment Made to date:</b>	Equity:160.62 Million Loans: 468.02 Million
<b>Reasons for deviations from the approved timeline of investment, where investment decision was to be implemented in specified time:</b>	There is no such deviation from investment as resolution was passed on 28 <sup>th</sup> October 2020 and valid for 4 years .
<b>Material change in financial statements of associated company or associated undertaking since date of the resolution passed for approval of investment in such company:</b>	No material Changes. The project of the subsidiary is green field.

<b>Name of Investee Undertaking</b>	<b>Roshan Enterprises</b>
<b>Total Investment Approved:</b>	For Loan and advances: Rs. 122.722 million
<b>Amount of Investment Made to date:</b>	For Loan and advances: Rs. 122.722 million
<b>Reasons for deviations from the approved timeline of investment, where investment decision was to be implemented in specified time:</b>	The said approval was taken for two years, so there is no such deviation. However, in view of Covid-19 Pandemic, the associated undertaking has requested modification in mode of repayment of loan which will be considered by the shareholders for approval.
<b>Material change in financial statements of associated company or associated undertaking since date of the resolution passed for approval of investment in such company:</b>	No such material change.

#### **Availability of Relevant Documents**

All the documents pertaining to the acquisition/transfer of assets of Roshan Enterprises to Roshan Packages Limited are available for inspection at the registered office of the Company from 9.00 a.m. to 5.00 p.m. on any working day, up to the last working day before the date of the EOGM.