



w e v a l u e l i f e

AGP-Sec./290
July 11, 2023

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

**SUBJECT: NOTICE FOR PROCEDURE FOR ELECTRONIC VOTING AND VOTING THROUGH
POSTAL BALLOT ON SPECIAL BUSINESS**

In continuation of Extraordinary General Meeting Notice published on Wednesday June 28, 2023, the shareholders are hereby notified that pursuant to Companies (Postal Ballot) Regulations, 2018 (Regulations) 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 AGP Limited (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 Extraordinary General Meeting to be held on Wednesday, July 19, 2023, at 11.00 AM, in accordance with the requirements and subject to the conditions contained in the aforesaid Regulations.

For the convenience of the Members, subject notice along with ballot paper is annexed to this notice and the same is also available on the Company's website at www.agp.com.pk for download.

Yours Sincerely,

Umair Mukhtar
Company Secretary

AGP LIMITED



This is in continuation of Extraordinary General Meeting Notice published on Wednesday June 28, 2023.

PROCEDURE FOR ELECTRONIC VOTING FACILITY AND VOTING THROUGH POSTAL BALLOT ON SPECIAL BUSINESS

The members are hereby notified that pursuant to Companies (Postal Ballot) Regulations, 2018 (Regulations) 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.

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For the convenience of the Members, ballot paper is annexed to this notice and the same is also available on the Company's website at www.agp.com.pk for download.

Karachi
July 11, 2023

Umair Mukhtar
Company Secretary

Procedure for E-Voting:

- Details of the e-voting facility will be shared through an e-mail with those members of the Company whose valid CNIC numbers, cell numbers, and e-mail addresses are available in the register of members of the Company by the close of business of July 11, 2023.
- The web address, login details, will be communicated to members via email. The security codes will be communicated to members through SMS from web portal of CDC Share Registrar Services Limited (being the e-voting service provider).
- Identity of the Members intending to cast vote through e-Voting shall be authenticated through electronic signature or authentication for login.
- E-Voting lines will start from July 13, 2023, 09:00 a.m. and shall close on July 18, 2023, at 5:00 p.m. Members can cast their votes any time in this period. Once the vote on a resolution is cast by a Member, 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) should reach the Chairman of the meeting through post on the Company's registered address B-23-C, S.I.T.E, Karachi, with attention to the Company Secretary, or email at corp.affairs@agp.com.pk one day before the Extraordinary General Meeting on July 18, 2023, during working hours. The signature on the ballot paper shall match with the signature on CNIC.

Scrutinizer

In accordance with the Regulation 11 of the Regulations, the Board of the Company has appointed M/s UHY Hassan Naeem & Co, Chartered Accountants, a QCR rated audit firm, to act as the Scrutinizer of the Company for the special business to be transacted in the meeting and to undertake other responsibilities as defined in Regulation 11A of the Regulations.

AGP LIMITED



POSTAL BALLOT PAPER

for voting through post for the Special Business at the Extraordinary General Meeting to be held on Wednesday, July 19, 2023, at 11:00 a.m. at Ramada Karachi Creek, Zulfikar Street 1, DHA Phase VIII, Karachi.
Phone: +92-21-111 247 247 Website: www.agp.com.pk.

Folio / CDS Account Number	
Name of Shareholder / Proxy Holder	
Registered Address	
Number of shares Held	
CNIC/Passport No. (in case of foreigner) (copy to be attached)	
Additional information and enclosures (in case of representative of body corporate, corporation, and federal Government)	
Name of Authorized Signatory	
CNIC/Passport No. (in case of foreigner) of Authorized Signatory (copy to be attached)	

Resolution For Agenda Item No. 2

To consider additional investment of up to seven and a half percent (7.5%) of the equity / issued and paid up capital of the associated company, OBS Pakistan (Private) Limited, where AGP had been previously authorized by the shareholders in the meeting held on July 28, 2022, to invest eighty-five percent (85%) of the equity / issued and paid up capital of OBS Pakistan (Private) Limited and, if deemed appropriate, pass with or without modification, the following resolutions as special resolutions as required under Section 199 of the Companies Act, 2017 read together with the Companies (Investment in Associated Companies or Associated Undertakings) Regulations, 2017:

"RESOLVED THAT the Company be and is hereby authorized to invest in its associated company, OBS Pakistan (Private) Limited an amount up to PKR 2.400 million, in accordance with applicable laws, in the form of equity investment and resulting in a holding of up to ninety-two and a half percent (92.5%) of the issued and paid-up share capital of OBS Pakistan (Private) Limited for an indefinite period."

"FURTHER RESOLVED THAT the Chief Executive / Non-Executive Director along with the Chief Financial Officer / Company Secretary of the Company or such other person(s) as may be authorized by them (the "Authorized Persons"), to take all necessary steps to implement and execute the proposed transaction, to do all such acts, deeds and things necessary, and to deliver and execute all such deeds, agreements, declarations, undertakings, collateral / securities, guarantees, and letter of comfort including any ancillary document thereto or provide any such documentation for and on behalf and in the name of the Company as may be necessary or required or as they or any of them think appropriate for or in connection with or incidental for the purposes of concluding the proposed transaction including for the purposes of raising debt by the OBS Pakistan (Private) Limited and securing its obligations thereunder."

"FURTHER RESOLVED THAT all actions heretofore taken by the Authorized Persons on behalf of the Company in respect of the above matters are hereby confirmed, ratified and adopted by the Company in full."

A Statement under section 134(3) of the Companies Act, 2017 relating to the above-mentioned special business mentioned in Agenda no. 2 is annexed with the notice.

Resolution For Agenda Item No. 3

To consider the extension or renewal of funding facilities to and from associated companies, namely OBS AGP (Private) Limited and OBS Pakistan (Private) Limited, which were approved earlier by the shareholders in the meeting held on July 28, 2022 and, if deemed appropriate, pass with or without modification, the following resolution, as a special resolution as required under Section 199 of the Companies Act, 2017 read together with the Companies (Investment in Associated Companies or Associated Undertakings) Regulations, 2017:

"RESOLVED THAT the Company be and is hereby authorized to renew and extend for a further period of twelve (12) months, short term funded and / or unfunded financing facilities and / or security to its associated companies, namely OBS AGP (Private) Limited and OBS Pakistan (Private) Limited, up to the amount of PKR 500 Million each to meet excess debt requirements and/ or funding shortfalls or to otherwise assist the Company and such associated companies in meeting and fulfilling their financial obligations."

"FURTHER RESOLVED THAT such facilities extended by the Company to its associated companies as per the preceding resolution, will initially be extended for a period of one (1) year and shall be renewable annually for each successive year, unless not renewed, be and is hereby recommended to the Board of Directors for approval."

A Statement under section 134(3) of the Companies Act, 2017 relating to the above-mentioned special business mentioned in Agenda no. 3 is annexed with the notice.

Instructions For Poll

1. Please indicate your vote by ticking (✓) the relevant box.		
2. In case if both the boxes are marked as (✓), you poll shall be treated as "Rejected".		
I/we hereby exercise my/our vote in respect of the above resolution through ballot by conveying my/our assent or dissent to the resolution by placing tick (✓) mark in the appropriate box below;		
Resolution	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
Resolution For Agenda Item No. 2		
Resolution For Agenda Item No. 3		

Notes / procedures for submission of duly filled-in Ballot Paper:

- Duly filled ballot paper should be sent to the Chairman at B-23-C, S.I.T.E, Karachi, with attention to the Company Secretary, or e-mail at corp.affairs@agp.com.pk
- Copy of CNIC/ Passport (in case of foreigner) should be enclosed with the postal ballot form.
- Ballot paper should reach the Chairman within business hours by or before **Tuesday July 18, 2023**. Any postal Ballot received after this date, will not be considered for voting.
- Signature on ballot paper should match with signature on CNIC/ Passport. (In case of foreigner).
- Incomplete, unsigned, incorrect, defaced, torn, mutilated, over written poll paper will be rejected.
- In case of a representative of a body corporate, corporation or Federal Government, the Ballot Paper Form must be accompanied by a copy of the CNIC of an authorized person, an attested copy of Board Resolution, / Power of Attorney, / Authorization Letter etc., in accordance with Section(s) 138 or 139 of the Companies Act, 2017 as applicable. In the case of foreign body corporate etc., all documents must be attested by the Counsel General of Pakistan having jurisdiction over the member.
- Ballot Paper form has also been placed on the website of the Company at: www.agp.com.pk. Members may download the Ballot paper from the website or use an original/photocopy published in newspapers.

Shareholder / Proxy holder Signature/Authorized Signatory
(In case of corporate entity, please affix company stamp)

Date: _____

