

# ATTOCK PETROLEUM LIMITED

## NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 28<sup>th</sup> Annual General Meeting (being the 42<sup>nd</sup> General Meeting) of the Company will be held at Attock House, Morgah, Rawalpindi on October 09, 2023 at 12:30 p.m. to transact the following business:

### **ORDINARY BUSINESS**

1. To receive, consider and adopt the audited financial statements of the Company for the year ended June 30, 2023 together with Directors' and Auditor's Reports thereon.
2. To consider, approve and authorise the payment of final cash dividend of 150% i.e. Rs. 15.00 per share of Rs. 10/- each, as recommended by the Board of Directors in addition to the interim dividend of 125% i.e. Rs. 12.50 per share already paid to the shareholders thus making a total of 275% i.e. Rs. 27.50 per share for the year ended June 30, 2023.
3. To appoint auditors for the year ending June 30, 2024 and to fix their remuneration.

### **SPECIAL BUSINESS**

4. To consider and, if thought fit, approve the circulation of the annual balance sheet and profit and loss account, auditor's report, directors' report, chairman's review report etc. ("annual audited financial statements") to its members through QR enabled code and weblink by passing, following resolution as an ordinary resolution: (As required u/s Section 223(7) of the Companies Act and SECP Notification S.R.O. 389(1)/2023 dated March 21, 2023)  
"Resolved

That Attock Petroleum Limited (the "Company") be and is hereby authorized to circulate its annual report, including the annual audited financial statements, auditor's report, Directors' report, Chairman's review report and other reports contained therein, to the members of the Company through QR enabled code and weblink, in accordance with S.R.O. 389(I)/2023 issued by the Securities and Exchange Commission of Pakistan, and that the practice of circulation of the annual financial statements through CD /DVD/USB may be discontinued.

Further Resolved

That the Company Secretary and / or CFO be and is hereby authorized to do all acts, deeds and things, take or cause to be taken any action as may be necessary, incidental or consequential to give effect to this resolution."

5. To consider and if thought appropriate, pass the following resolution as a special resolution as required under Article 29 of the Articles of Association of the Company.

“Resolved

- a) that the authorized share capital of Attock Petroleum Limited (the “Company”) be and is hereby increased from Rs. 1,500,000,000 divided into 150,000,000 ordinary shares of Rs. 10/- each to Rs. 3,000,000,000 divided into 300,000,000 ordinary shares of Rs. 10/- each by creation of 150,000,000 additional ordinary shares at nominal value of Rs. 10/- each to rank pari passu in every respect with the existing shares of the Company.
- b) that the Memorandum and Articles of Association of the Company be and are hereby altered for the increase in Authorised Share Capital from Rs 1.500 Billion to Rs. 3.000 Billion by substituting the clause v. and 6 by:
  - v. that the Authorised Share Capital of the Company is Rupees Three Billion (Rs. 3,000,000,000) divided into Three Hundred Million (300,000,000) ordinary shares of Rupees Ten (Rs. 10/-) each, with power to increase the Capital and to sub-divide the share capital into different classes consisting of ordinary shares only.
6. The Authorised Share Capital of the Company is Rupees Three Billion (Rs. 3,000,000,000) divided into Three Hundred Million (300,000,000) ordinary shares having par value of Rupees ten (Rs. 10/-) each.
- c. that the CEO and/or Company Secretary be and is hereby authorised and empowered to give effect to this resolution and to do or cause to do all acts, deeds and things that may be necessary or required in connection with the above resolution.”

BY ORDER OF THE BOARD

Registered Office:  
Attock House  
Morgah, Rawalpindi.

Company Secretary

September 18, 2023

**NOTES:**

**CLOSURE OF SHARE TRANSFER BOOKS:**

The share transfer books of the Company will remain closed from October 03, 2023 to October 09, 2023 (both days inclusive). The Members whose names appear on the Register of Members as on October 02, 2023 shall be entitled to attend the AGM.

**PARTICIPATION IN ANNUAL GENERAL MEETING THROUGH VIDEO LINK**

Securities and Exchange Commission of Pakistan through its Circular No. 4 dated February 15, 2021 has directed the listed companies to ensure the participation of members in general meeting through electronic means as a regular feature in addition to holding physical meetings. Accordingly, the shareholders intending to participate in the meeting via video link, are hereby requested to share following information with the Company Secretary office at the earliest but not later than 11:00 am on October 06, 2023.

**Required information:**

Shareholder Name, CNIC Number, Folio/CDC Account No., Mobile Number\* and Email address\*

*\*Shareholders are requested to provide active mobile number and email address to ensure timely communication*

**Modes of Communication:**

The above mentioned information can be provided through following modes:

- a) Mobile/WhatsApp: 0302-5552157
- b) Email: [meetings@apl.com.pk](mailto:meetings@apl.com.pk)

Video link details and login credentials (ZOOM Application) will be shared with those shareholders who provide their intent to attend the meeting containing all the particulars as mentioned above on or before 11:00 am, October 06, 2023. Shareholders are also encouraged to provide their comments and queries on the agenda items of the AGM through above contact number/email address which will be appropriately addressed in the meeting.

#### **FOR APPOINTING PROXIES:**

- i. A member may appoint a proxy to attend and vote on his / her behalf. Proxies in order to be effective must be received at the Registered Office of the Company duly stamped and signed not later than 48 hours before the meeting. Copy of CNIC of member and proxy must be furnished with the proxy form.
- ii. In case of corporate entity, the Board of Directors' resolution/power of attorney with specimen signature of the person nominated to represent and vote on behalf of the corporate entity, shall be submitted (unless it has been provided earlier) along with proxy form to the Company.
- iii. The proxy form shall be witnessed by two persons whose names, addresses and CNIC numbers shall be mentioned on the form.

Proxies attending meeting on behalf of members are also required to provide below information for the purpose of attending the meeting through video link. Video link details and login credentials will be shared with proxy after verification.

#### **Required information:**

Name of Proxy, CNIC Number, Folio/CDC Account No. of Member, Mobile Number and Email address

#### **PROCEDURE FOR E-VOTING:**

- a) Details of the e-voting facility will be shared through an e-mail with those shareholders who have their valid CNIC numbers, cell numbers and e-mail address (Registered email ID) available in the register of the shareholders of the Company by the close of business on October 03, 2023 by M/s CDC of Pakistan (being the e-voting service provider).
- b) E-voting lines will be available to eligible shareholders from October 06, 2023, 9:00 am and shall close on October 8, 2023 at 5:00 pm.
- c) Members can cast their votes at any time in this period. Once the vote on a resolutions is cast by a shareholder, he/she shall not be allowed to change it subsequently.

#### **PROCEDURE FOR VOTING THROUGH POSTAL BALLOT:**

The shareholders shall ensure that duly filled and signed ballot papers along with copy of valid Computerised National Identity Card (CNIC)/ copy of passport (non-resident) should reach the Chairman of the meeting through post on the Company's registered address, APL, Attock House, Morgah, Rawalpindi, or e-mail at [meetings@apl.com.pk](mailto:meetings@apl.com.pk) on or before October 05, 2023 during working hours. The signatures on the ballot paper shall match with the signature on CNIC. For the convenience of the shareholders, ballot paper is available on the Company's website at [www.apl.com.pk](http://www.apl.com.pk) for the download. Ballot Paper for voting through postal ballot has been dispatched to eligible shareholders alongwith notice of AGM.

### **DEDUCTION OF INCOME TAX FOR FILER AND NON FILER AT REVISED RATES:**

Under the provisions of Section 150 of Income Tax Ordinance, 2001 rates of withholding income tax on dividend will be as follows:

1	For shareholders appearing in Active Tax Payers list	15%
2	For shareholders not appearing in Active Tax Payers list	30%

In case of joint account, each holder is to be treated individually and tax will be deducted on the basis of shareholding of each joint holder as may be notified by the shareholder, in writing, to our Share Registrar, or if no notification, each joint holder shall be assumed to have an equal number of shares.

**The CNIC number/NTN details is now mandatory and is required for checking the tax status as per the Active Taxpayers List (ATL) issued by Federal Board of Revenue (FBR) from time to time.**

### **EXEMPTION FROM DEDUCTION OF INCOME TAX / ZAKAT:**

Members seeking exemption from deduction of income tax or are eligible for deduction at a reduced rate are requested to submit a valid tax exemption certificate or necessary documentary evidence as the case may be before the start of book closure. Members desiring non-deduction of zakat are also requested to submit a valid declaration for non-deduction of zakat.

### **CHANGE OF ADDRESS:**

Members are requested to promptly notify any change of address to the Company's Share Registrar at following address:

CDC Share Registrar Services Limited  
CDC House, 99-B, Block "B" S.M.C.H.S. Main Shahrah-e-Faisal, Karachi-74400

### **TRANSMISSION OF ANNUAL AUDITED FINANCIAL STATEMENTS THROUGH CD:**

The Company has circulated annual financial statements to its members through CD at their registered address. Printed copy of above referred statements can be provided to members upon request. Request Form is available on the website of the Company i.e. [www.apl.com.pk](http://www.apl.com.pk).

### **AVAILABILITY OF AUDITED FINANCIAL STATEMENTS ON COMPANY'S WEBSITE:**

The audited financial statements of the Company for the year ended June 30, 2023 have been made available on the Company's website [www.apl.com.pk](http://www.apl.com.pk) in addition to annual and quarterly financial statements for the prior years.

### **UNCLAIMED DIVIDEND AND UNDELIVERED SHARE CERTIFICATES:**

The Company has previously discharged its responsibility under Section 244 of the Companies Act, 2017 whereby the Company approached the shareholders to claim their unclaimed dividends and undelivered share certificates in accordance with the law.

Shareholders, whose dividends still remain unclaimed and/or undelivered share certificates are available with the Company, are hereby once again requested to approach the Company to claim their outstanding dividend amounts and/or undelivered share certificates.

### **PAYMENT OF DIVIDEND THROUGH BANK ACCOUNT OF THE SHAREHOLDERS:**

In accordance with the section 242 of the Companies Act, 2017 cash dividend can only be paid through electronic mode directly into the respective bank account designated by the entitled shareholder. Shareholders are requested to provide their bank account details (IBAN format) directly to our share registrar (for physical shares) or to their respective participant / broker (for CDS shares) as the case may be. Form for updating of bank account details (IBAN Format) is available at Company's website i.e. [www.apl.com.pk](http://www.apl.com.pk). In case of unavailability of IBAN, the Company would be

constrained to withhold dividend in accordance with the Companies (Distribution of Dividends) Regulations, 2017.

### **CONSENT FOR VIDEO CONFERENCE FACILITY:**

In accordance with Section 132(2) of the Companies Act, 2017 if the Company receives consent from members holding in aggregate 10% or more shareholding residing in a geographical location to participate in the meeting through video conference at least 10 days prior to the date of Annual General Meeting, the Company will arrange video conference facility in that city subject to availability of such facility in that city. To avail this facility, a request is to be submitted to the Company Secretary of the Company on given address:

**The Company Secretary, Attock Petroleum Limited, Attock House, Morgah, Rawalpindi.**

### **DEPOSIT OF PHYSICAL SHARES INTO CENTRAL DEPOSITORY:**

As per Section 72 of the Companies Act, 2017, every existing listed company shall be required to replace its physical shares with book-entry form in a manner as may be specified and from the date notified by the Commission, within a period not exceeding four years from the commencement of the Act i.e. May 30, 2017. Further SECP vide its letter dated March 26, 2021 has advised to comply Section 72 of the Act and encourage shareholders to convert their shares in book-entry form.

In light of above, shareholders holding physical share certificates are requested to deposit their shares in Central Depository by opening CDC sub-accounts with any of the brokers or Investor Accounts maintained directly with CDC to convert their physical shares into scrip less form. This will facilitate the shareholders to streamline their information in member's register enabling the Company to effectively communicate with the shareholders and timely disburse any entitlements. Further, shares held shall remain secure and maintaining shares in scrip less form allows for swift sale/purchase.

### **STATEMENT UNDER SECTION 134 (3) OF THE COMPANIES ACT, 2017:**

- a) **To circulate the Annual Balance Sheet and Profit and Loss Accounts, Auditor's Report and Directors' Report, etc. ("Annual Audited Financial Statements") to its members through QR enabled code and weblink:**

Approval to circulate the Annual Balance Sheet and Profit and Loss Accounts, Auditor's Report and Directors' Report, etc. ("Annual Audited Financial Statements") to its members through QR enabled code and weblink as required u/section 223 (7) of Companies Act, 2017 and subsequently advised by SECP through its Notification S.R.O. 389 (1)/ 2023 dated March 21, 2023.

- b) **Increase in Authorised Share Capital of the Company and Alteration/ Amendment in the Memorandum and Articles of Association of the Company:**

That the authorized share capital of Attock Petroleum Limited (the "Company") be and is hereby increased from Rs. 1,500,000,000 divided into 150,000,000 ordinary shares of Rs. 10/- each to Rs. 3,000,000,000 divided into 300,000,000 ordinary shares of Rs. 10/- each by creation of 150,000,000 additional ordinary shares at nominal value of Rs. 10/- each to rank pari passu in every respect with the existing shares of the Company.

The Directors of the Company, directly or indirectly are not personally interested in above transactions, except to the extent of their shareholding in the Company.