

**Cnergyico Pk Limited**



**By PUCARS & Courier**

6<sup>th</sup> October 2023

Reference No.: CPL/COR/PSX/074

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

Dear Sir,

**Re: Notice of 29<sup>th</sup> Annual General Meeting**

We enclose a copy of the notice of the 29<sup>th</sup> Annual General Meeting of Cnergyico Pk Limited to be held on Friday, 27<sup>th</sup> October 2023 for circulation amongst the TRE certificate holders of the Exchange.

Yours truly,

**Majid Muqtadir**  
Company Secretary

Enclosed as above.



**Notice of 29<sup>th</sup> Annual General Meeting  
Cnergyico Pk Limited**

Notice is hereby given that the 29<sup>th</sup> Annual General Meeting ("**Meeting**") of Cnergyico Pk Limited will be held on Friday, 27<sup>th</sup> October 2023 at 10:00 am at Jasmine Hall, Beach Luxury Hotel, M. T. Khan Road, Lalazar, Karachi as well as through video-link facility, to transact the following businesses:

**A. ORDINARY BUSINESS**

1. To confirm the minutes of the 28<sup>th</sup> Annual General Meeting of the Company held on 19<sup>th</sup> October 2022.
2. To receive, consider and adopt the audited unconsolidated and consolidated financial statements for the financial year ended 30<sup>th</sup> June 2023, together with the Directors' and Auditors' reports thereon.
3. To re-appoint Messrs Yousuf Adil, Chartered Accountants as auditors of the Company and to fix their remuneration for the financial year ending 30<sup>th</sup> June 2024.

**B. SPECIAL BUSINESS**

1. To consider and, if deemed fit, pass with or without modification, the following special resolution:

**RESOLVED THAT** the dispatch of notice of the annual general meeting, as per the requirements of the Companies Act, 2017 (the "**Act**"), to members of the Company at their registered address containing QR code and web link to view and download the annual audited financial statements together with the reports and documents required to be annexed thereto under the Act, as allowed by the Securities and Exchange Commission of Pakistan vide S.R.O. 389(0)/2023 dated 21<sup>st</sup> March 2023, be and hereby is approved.

2. To consider and, if deemed fit, pass with or without modification, the following special resolution to make suitable alteration in the Memorandum and Articles of Association of the Company in order to align the same as per the Companies Act, 2017.

**RESOLVED THAT** pursuant to the provisions of Sections 32 and 38 of the Companies Act, 2017, existing Memorandum and Articles of Association of the Company be and are hereby substituted by the new set of updated Memorandum and Articles of Association in order to align the same as per the new Companies Act, 2017.

**FURTHER RESOLVED THAT** Mr. Amir Abbasciy, the Chief Executive Officer, Mr. Usama Qureshi, the Vice Chairman and Mr. Majid Muqtadir, Company Secretary of the Company be and are hereby severally authorized to do all acts, deeds and things, take any or all necessary actions to complete all legal formalities and file all necessary documents as may be necessary or incidental for the purpose of implementing the aforesaid resolution, as well as carry out any other act or step which

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may be ancillary and/or incidental to do the above and necessary to fully achieve the spirit and intent of the foregoing resolution.

*(Statements under Section 134(3) of the Companies Act, 2017 are annexed)*

### C. OTHER BUSINESS

1. To transact any other business with the permission of the Chair.

By Order of the Board

Majid Muqtadir  
Company Secretary

2<sup>nd</sup> October 2023  
Karachi

#### NOTES:

##### **Closure of Share Transfer Books**

The register of members and the share transfer books of the Company will remain closed from Friday, 20<sup>th</sup> October 2023 until Friday, 27<sup>th</sup> October 2023 (*both days inclusive*).

##### **Participation in the Meeting**

Only persons whose names appear in the register of members of the Company as on Thursday, 19<sup>th</sup> October 2023, are entitled to attend, participate in, and vote at the Meeting.

A member entitled to attend and vote may appoint another member as proxy to attend and vote on his / her behalf, however, for the purpose of E-Voting a non-member may also be appointed and act as proxy. Proxies must be received at the registered office of the Company not less than 48 hours before the time for holding the Meeting.

##### **Guidelines for Central Depository Company of Pakistan Limited ("CDC") Account Holders**

CDC account holders should comply with the following guidelines of the SECP:

##### **For Attendance**

- a) Individuals should be account holder(s) or sub-account holder(s) and their registration details should be uploaded according to CDC regulations and must establish their identity at the time of the Meeting by presenting their original Computerized National Identity Card ("**CNIC**") or passport.
- b) Unless provided earlier, corporate entities must at the time of the Meeting produce a certified copy of a resolution of their Board of Directors or a Power of Attorney, bearing the specimen signature of the attorney.

##### **For Appointing Proxies**

- a) Individuals should be account holder(s) or sub-account holder(s) whose registration details should be uploaded according to CDC regulations and their proxy forms must be submitted at the registered office of the Company not less than 48 hours before the time for holding the Meeting.



- b) The proxy form must be attested by two persons whose names, addresses and CNIC numbers must be specified therein.
- c) Attested copies of the CNIC or passport of the beneficial owner and the proxy must be provided along with the form of proxy.
- d) Proxies must at the time of the Meeting produce their original CNIC or passport.
- e) Unless provided earlier, corporate entities must at the time of the Meeting produce a certified copy of a resolution of their Board of Directors or a Power of Attorney, bearing the specimen signature of the attorney.

**Participation in the Meeting via Video Conference Facility**

Securities & Exchange Commission of Pakistan through its Circular No. 4 dated 15<sup>th</sup> February 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, members interested in participating in the meeting are requested to share below information at [company.secretary@cenergyico.com](mailto:company.secretary@cenergyico.com) for their appointment and proxy's verification by or before Wednesday, 25<sup>th</sup> October 2023. In order to attend the Meeting through video conference facility, the members are requested to get themselves registered as per the below format:

Full Name	Folio / CDC No.	CNIC Number	Registered Email Address	Cell number

Video conference link details and login credentials will be shared with those members whose registered emails containing all the particulars are received on or before Wednesday, 25<sup>th</sup> October 2023. Members can also provide their comments and questions for the agenda items of the Meeting at [company.secretary@cenergyico.com](mailto:company.secretary@cenergyico.com) or at the registered address of the Company on or before Wednesday, 25<sup>th</sup> October 2023.

**Dividend Bank Mandate**

Members may authorize the Company to credit his / her future cash dividends directly into his / her bank account. Members who would like future cash dividends to be credited directly into their bank accounts should mark the 'YES' box below and provide the required information under signature to the Shares Registrar.

Yes

No

Folio Number:	
Name of Shareholder:	
Title of the Bank Account:	
Bank Account Number (IBAN):	
Name of Bank:	
Name of Bank Branch and Address:	
Cellular Number of shareholder:	
Landline Number of shareholder:	
CNIC / NTN Number (Attach copy):	

Signature of Member

**(Signature must match specimen signature registered with the Company)**

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Members holding shares in CDC accounts should update their bank mandates, if any, with the respective participants.

***Intimation of Change of Address and Zakat Declaration***

Members holding share certificates should notify any change in their registered address and, if applicable, submit their non-deduction of zakat declaration form to the Shares Registrar.

Members holding shares in CDC / participant accounts should update their addresses and, if applicable, submit their non-deduction of zakat declaration form to the CDC or the respective participants / stockbrokers.

***Submission of CNIC Copies***

A list of members who have not submitted copies of their CNICs be viewed on the Company's website [www.cnergyico.com](http://www.cnergyico.com).

***Deposit of Physical Shares in to CDC Account***

Section 72 of the Companies Act, 2017 requires every company to replace its physical shares with book-entry form within the period to be notified by the SECP.

The shareholders having physical shareholding are accordingly encouraged to open their account with Investor Accounts Services of CDC or Sub Account with any of the brokers and convert their physical shares into scrip less form. This will facilitate the shareholders in many ways, including safe custody and sale of shares, any time they want, as the trading of physical shares is not permitted as per existing regulations of the Pakistan Stock Exchange Limited.

***Video Conference Facility***

Members can also avail video conference facility at Lahore and Islamabad. In this regard, please fill the requisite form (available on Company's website [www.cnergyico.com](http://www.cnergyico.com)) and submit to registered address of the Company 10 days before holding of the Meeting.

If the Company receives consent 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 date of the Meeting, the Company will arrange video conference facility in the city subject to availability of such facility in that city.

The Company will intimate members regarding venue of video conference facility at least 5 days before the date of the Meeting along with complete information necessary to enable them to access the facility.

The Notice of Meeting has been placed on the Company's website [www.cnergyico.com](http://www.cnergyico.com) in addition to its dispatch to the shareholders.



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

This statement sets out the material facts concerning the Special Business to be transacted at the 29<sup>th</sup> Annual General Meeting of Energyco Pk Limited to be held on Friday, 27<sup>th</sup> October 2023 at 10:00 am at Jasmine Hall, Beach Luxury Hotel, M. T. Khan Road, Lalazar, Karachi.

### Agenda Item (1) of Special Business

The Securities and Exchange Commission of Pakistan (SECP) has issued a S.R.O. 389 (I)/2023 dated 22<sup>nd</sup> March 2023 whereby SECP has allowed the listed companies to circulate the Annual Report to its members through QR enabled code and web link subject to the fulfilment of the following requirements:

- (i) the approval of the shareholders has been obtained in the general meeting to circulate the annual audited financial statements to its members through QR enabled code and web link;
- (ii) the notice of meeting shall be dispatched to members as per requirements of the Act, on their registered address, containing the QR code and the web link address to view and download the annual audited financial statements together with the reports and documents required to be annexed thereto under the Act; and
- (iii) It shall be the responsibility of the Company to ensure that the QR code and web link is accurate and members are able to download the required information at all times.

Furthermore the Company, in future, shall circulate the annual audited financial statements through email in case email address has been provided by the member to the Company and the consent of member to receive the copies through email is not required as allowed by the SECP and the Company shall be required to send the complete financial statements with relevant documents in hard copy to the shareholders, at their registered addresses, free of cost, within one week, if a request has been made by the member on the standard request form available on the website of the Company.

As the SECP has allowed that considering technological advancements and old technology becoming obsolete, the circulation of annual financial statements through CD/DVD/USB may be discontinued therefore the Company will discontinue circulating the Annual Report through CD/DVD/USB in future.

### Agenda Item 2 of Special Business

#### Alteration in the Memorandum and Articles of Association of Energyco Pk Limited

The existing Memorandum and Articles of Association (M&AoA) of the Company were required to be revised to align it with legislative changes and requirements brought about by the Companies Act, 2017 and other applicable rules & regulations.

Accordingly, the existing documents have been amended/ altered and the revised M&AoA will be laid before the members in the 29<sup>th</sup> Annual General Meeting scheduled on 27<sup>th</sup> October 2023. In accordance with the requirements of Section 134(3) of the Companies Act 2017, the revised M&AoA along with comparative table of amendments are provided in the DVD, as integral part of this notice.

The Board of Directors of the Company has already approved during its meeting held on 2<sup>nd</sup> October 2023 suitable alteration in the Memorandum and Articles of Association of the Company. None of the directors of the Company has any personal interest in alteration / amendments / substitution of Memorandum and Articles of Association of the Company except in their capacity as Shareholder or Directors of the Company.

Majid Muqtadir  
Company Secretary

2<sup>nd</sup> October 2023  
Karachi