

AGP LIMITED

NOTICE OF 5TH ANNUAL GENERAL MEETING

NOTICE is hereby given that the Annual General Meeting of the members of the Company will be held on Wednesday, April 17, 2019 at 03:00 PM at Movenpick Hotel situated at Club Road, Civil Lines, Karachi to transact the following business:

ORDINARY BUSINESS:

1. To confirm the minutes of the Extraordinary General Meeting of the Shareholders of the Company held on June 07, 2018.
2. To receive, consider and adopt the Audited Accounts of the Company for the year ended December 31, 2018 together with the Chairman's Review Report and Reports of the Directors' and Auditors' thereon.
3. To appoint Auditors for the year 2019 and to fix their remuneration. The present auditors M/s. EY Ford Rhodes, Chartered Accountants, being eligible offer themselves for re-appointment.

SPECIAL BUSINESS

4. To consider, and if thought fit, to pass the following resolution as an Ordinary Resolution:

***"RESOLVED** that the Company may circulate the audited financial statements together with auditors' report, directors' report, chairman's review report etc. to its members through CD/DVD/USB instead of in hardcopy at their registered addresses".*

A statement of material facts as required under section 134(3) of the Companies Act 2017 in relation to this special business is annexed to the notice of meeting being circulated to the members.

By Order of the Board

Karachi.
Dated: March 05, 2019

Adnan Husseini
Company Secretary

NOTES:

1. The share transfer books of AGP Limited will remain closed from April 10, 2019 to April 17, 2019 (both days inclusive). The transfers received in order by our share registrar, Central Depository Company of Pakistan Limited situated at CDC House, 99-B, Block B, S.M.C.H.S. Main Shahrah-e-Faisal, Karachi by the close of business on April 09, 2019 will be considered in time to attend and vote at the meeting.
2. A member entitled to attend and vote at this meeting may appoint another member as his/her proxy to attend and vote for him / her. Proxies in order to be effective must be received at the Registered Office of the Company not less than 48 hours before the time of holding the meeting. A proxy must be a member of the Company.
3. Financial Statements and reports of the Company for the year ended December 31, 2018 can be downloaded from the Company's website.
4. **CDC Accounts Holders** will further have to follow the guidelines as laid down in Circular 1, dated January 26, 2000 issued by the Securities & Exchange Commission of Pakistan.

A. For Attending the Meeting

- i. In case of individuals, the account holder or sub-account holder and /or the person whose securities are in group account and their registration detail is uploaded as per the Regulations, shall authenticate their identity by showing his/her original Computerized National Identity Card ("**CNIC**") or original passport at the time of attending the meeting.
- ii. In case of corporate entity, Board of Directors' resolution/power of attorney with specimen signature of the nominee shall be produced (unless provided earlier) at the time of the meeting.

B. For Appointing Proxies

- i. In case of individuals, the account holder or sub-account holder is and /or the person whose securities are in group account and their registration detail is uploaded as per the CDC Regulations shall submit the proxy form as per the above requirement.
- ii. The proxy form shall be witnessed by two persons whose names, addresses and CNIC numbers shall be mentioned on the form.
- iii. Attested copies of the CNIC or passport of the beneficial owners and the proxy shall be furnished with the proxy form.
- iv. The proxy shall produce his/her original CNIC or original passport at the time of the meeting.
- v. In case of corporate entities, the Board of Directors' resolution/power of attorney

with specimen signature of the nominee shall be submitted (unless provided earlier) along with the proxy form to Company.

5. Video Conference

Pursuant to SECP Circular No 10 of 2014 dated May 21, 2014, 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 7 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. In order to avail this facility, please submit the following statement at the registered office of the Company at least seven (7) days before the date of meeting:

“I/We, _____ of _____ being a member of AGP Limited holder of _____ Ordinary Share(s) as per Register Folio No. _____ hereby opt for video conference facility at (Please insert name of the City).

Signature of member”

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

AGENDA ITEM 4: Circulations of Annual Reports through CD/DVD/USB

Securities and Exchange Commission of Pakistan through S.R.O 470(I)/2016 dated 31 May 2016 allowed the companies to circulate the annual reports including annual audited accounts, notices of annual general meetings and other information contained therein of the Company to its members through CD/DVD/USB subject to consent of the shareholders in the general meeting. This will save time and expenses incurred on printing of the annual report. The Company shall supply the hard copies of the aforesaid document to the shareholders on demand, free of cost, within one week of such demand. After approval of the shareholders, the Company will place a Standard Request Form on its website to communicate their need of hard copies of the documents along with postal and email address of the Company Secretary/Share Registrar to whom such requests shall be made.