

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is hereby given that an Extraordinary General Meeting of the members of AGP Limited will be held on Thursday June 7, 2018 at 11:00 am at Beach Luxury Hotel situated at M. T. Khan Road Karachi to transact the following businesses.

ORDINARY BUSINESS

1. To confirm the minutes of the 3rd Annual General Meeting held on February 12, 2018.
2. To elect Directors of the Company for a term of three years commencing from June 7, 2018, in accordance with the provisions of the section 159 of the Companies Act 2017.
 - a) Pursuant to section 159(1) of the Companies Act 2017, the Board of Directors through a resolution passed in their meeting held on April 26, 2018 have fixed the number of Directors at seven (7).
 - b) Pursuant to section 159(2)(b) of the Companies Act 2017, the names of retiring Directors are as follows:
 - i. Mr. Tariq Moinuddin Khan
 - ii. Mr. Naved Abid Khan
 - iii. Mr. Mohammad Arif Mian
 - iv. Mr. Kamran Nishat
 - v. Mr. Mahmud Yar Hiraj
 - vi. Ms. Nusrat Munshi
 - vii. Mr. Muhammad Arsalan Batla

SPECIAL BUSINESS

To consider and if deemed appropriate, pass with or without modification the following special resolutions:

"Resolved that the reframed set of Articles of Association of the Company, in suppression of existing set of Articles of Association of the Company, be is and hereby approved."

"Further resolved that the Chief Executive Officer and Chief Financial Officer/Company Secretary be and are hereby authorized to do all acts, deeds and things, take all steps and actions necessary, ancillary and incidental for reframing the Articles of Association of the Company including filing of all requisite documents/statutory forms as may be required to be filed with the Registrar of the Companies and complying with all other regulatory requirements so as to effectuate the reframing of the Articles of Association and implementing the aforesaid"

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.

ANY OTHER BUSINESS

3. To transact any other business as may be placed before the meeting with permission of the Chair.

By Order of the Board

Umair Mukhtar
Company Secretary

Karachi: May 16, 2018

NOTES:

1. BOOK CLOSURE

The share transfer books of AGP Limited will remain closed from May 25, 2018 to June 7, 2018 (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 May 24, 2018 will be considered in time to attend and vote at the meeting.

2. APPOINTMENT OF PROXY

A member entitled to attend and vote at the Extraordinary General Meeting shall be entitled to appoint another member, as a proxy to attend and vote on his / her behalf. The proxies in order to be effective must be received at the registered office or share registrar of the Company not less than forty eight (48) hours before the time of the meeting. In calculating the aforesaid period of forty eight (48) hours, no account shall be taken of the day that is not a working day. A member cannot appoint more than one proxy. The form of proxy is appended to the notice of Extraordinary General Meeting and being dispatched to the members. For the convenience of members, proxy form is also available on website of the Company.

3. CDC ACCOUNT HOLDERS

Any individual beneficial owner of CDC entitled to attend and vote at this Extraordinary General Meeting must bring the CNIC or Passport along with his / her CDC account number to prove his / her identity and in case of Proxy, must enclose an attested copy of the CNIC or Passport. The representatives of Corporate members should bring the Board of Directors' or Trustees' resolution or power of attorney with specimen signature of the nominee (unless it has been provided earlier) at the time of the meeting. The CDC account holders will further have to follow the guidelines as laid down in Circular no. 1 dated January 26, 2000 issued by the SECP.

4. CONTEST FOR ELECTION AS A DIRECTOR

Any person who seeks to contest election to the office of Director shall, whether he / she is retiring or otherwise, file with the Company a notice of his / her intention to offer himself / herself for the election of Directors along with the consent to act as a Director in Form 28 under section 159(3) and section 167 respectively, of the Companies Act 2017 and a detailed profile along with his / her office address as required under SRO 25(1) of 2012 dated 16 January 2012 of SECP at the registered office or share registrar of the Company, not later than fourteen days before the date of meeting. In order to satisfy the requirements of section 166 of the Companies Act, 2017 together read with Regulation 6 of Listed Companies (Code of Corporate Governance) Regulations, 2017, the Company shall ensure the requisite minimum presence of "Independent Director" on the Board of Directors. For the time being wherein the data bank of Independent Director as referred in sub section (1) of aforesaid section together read with SRO 73(I) of 2018 dated 25 January 2018 of SECP is awaited, the Company is entitled to avail the deeming relaxation as referred in sub section (6) of aforesaid section. Accordingly the requirement of presence of "Independent Director" shall be fulfilled with due reliance of the definition as contained in sub section (2) of the aforesaid section.

5. CONSENT FOR VIDEO CONFERENCE FACILITY

In pursuance to Companies Act 2017 and Circular no. 10 of 2014 dated May 21, 2014 issued by SECP, if the Company receives consent from members holding in aggregate ten (10) % or more shareholding residing at geographical location, to participate in the meeting through video conference at least seven (7) days prior to the date of meeting, the Company will arrange video conference facility in that city subject to availability of such facility in that city. The Company will intimate members regarding venue of video conference facility at least five (5) days before the meeting along with complete information necessary to enable them to access such facility. In order to avail this facility, please submit the following information 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 / CDC Account No. _____ hereby opt for video conference facility at _____.

Signature of member

6. POSTAL BALLOT

Pursuant to Companies (Postal Ballot) Regulations 2018, for the purpose of election of Directors and for any other agenda item subject to the requirements of sections 143 and 144 of the Companies Act 2017, members will be allowed to exercise their right of vote through postal ballot, that is voting by post or through any electronic mode, in accordance with the requirements and procedure contained in the aforesaid regulations.

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

The existing set of Articles of Association of the Company is reframed in order to align the procedural requirements applicable on the Company with the emerging circumstance in pursuance of enlistment of the Company on Pakistan Stock Exchange and promulgation of Companies Act 2017 and other applicable Regulations. A copy of the reframed set of Articles of Association, together with comparative analysis of existing clause with the proposed amendment along with reasons for each change in the Articles of Association and a statement by the Board of Directors that the proposed alterations are in line with the applicable provisions of the law and regulatory framework, as required by SRO 423(I) of 2018 dated April 3 2018 of SECP, is available for inspection by the members during normal working days from 11:00 am to 1:00 pm at the registered office of the Company situated at B-23-C, SITE Area Karachi from date of this notice (May 16, 2018) till one day before this meeting (June 6, 2018).