

AGP LIMITED
NOTICE OF 5th EXTRAORDINARY GENERAL MEETING

NOTICE is hereby given that the 5th Extraordinary General Meeting (the Meeting) of the Shareholders of AGP Limited (AGP / the Company) will be held on Wednesday, July 19, 2023, at 11:00 a.m., at Ramada Karachi Creek, Zulfiqar Street 1, DHA Phase VIII, Karachi, to transact the following business:

ORDINARY BUSINESS

- 1) To confirm the minutes of the 9th Annual General Meeting held on April 19, 2023.

SPECIAL BUSINESS

- 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.

- 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.

- 4) To transact any other business with the permission of the Chair.

Karachi,
Dated: June 27, 2023

By Order of the Board

Umair Mukhtar
Company Secretary

Notes

a. Closure of Share Transfer Books

The share transfer books of the Company will remain closed from July 12, 2023 to July 19, 2023 (both days inclusive). Transfers received in order at the office of our Registrar, namely CDC Share Registrar Services Limited situated at CDC House, 99-B, Block B, S.M.C.H.S. main Shahrah-e-Faisal, Karachi - 74400 by the close of business (5:00 p.m.) on July 11, 2023 will be treated as being in time for the purpose to attend and vote at the Meeting.

b. Appointment of Proxy Holder

A member of the Company entitled to attend and vote at the Meeting 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 or emailed at corp.affairs@agp.com.pk not later than forty-eight (48) hours before the time of holding the Meeting. In calculating the aforesaid time period, no account shall be taken of any day that is not a working day. A member shall not be entitled to appoint more than one proxy. Proxy form is available at Company's website www.agp.com.pk.

c. Guidelines for CDC Account Holders

Any Individual Beneficial Owner of CDC, entitled to vote at this Meeting, must bring his/her original Computerized National Identity Card (CNIC) to prove identity, and in case of proxy, a copy of shareholder's attested CNIC must be attached with the proxy form. Representatives of corporate members should bring the Board of Directors' resolution / power of attorney with specimen signature of nominee for such purpose.

CDC Account Holders will also have to follow the under mentioned guidelines as laid down in Circular 1 dated January 26, 2000 issued by the Securities and Exchange Commission of Pakistan (SECP).

d. Participation in the Extraordinary General Meeting

SECP through its Circular No. 4 of 2021 dated 15 February 2021, Circular No. 6 of 2021 dated 3 March 2021, read together with the clarification bearing number SMD/SE/2(20)/2021/117 dated 15 December 2021, has directed 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, in compliance with the directives from SECP, the Company is also providing the facility to its shareholders to attend the Meeting through video link. To avail this facility, members are requested to register their following particulars by sending an e-mail at corp.affairs@agp.com.pk.

Folio / CDC account no.	No. of shares held	Name	CNIC	Cell No.	Email address

After necessary verification, the video link and login credentials will be shared with the shareholders whose e-mails, containing all the requested particulars are received at the given e-mail address by or before the close of business hours (5:00 p.m.) on July 17, 2023. The shareholders are also encouraged to send their comments / suggestions related to the agenda items of the Meeting on the above-mentioned e-mail address by the close of business hours on July 17, 2023.

e. E- Voting

Members can exercise their right to poll subject to meeting of requirement of Section 143 to 145 of the Companies Act, 2017 and applicable clauses of Companies (Postal Ballot) Regulations 2018.

f. Video Conference Facility

Pursuant to Section 132(2) of the Companies Act, 2017, if the Company receives consent from members holding an aggregate ten percent (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 date of the Meeting along with complete information necessary to enable them to access such facility. In order to avail this facility please provide the following information to our Registrar:

"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 (Please insert name of the City).

Signature of member"

STATEMENT UNDER SECTION 134(3) OF THE COMPANIES ACT, 2017 (AGENDA ITEM NO. 2)

This statement sets out below the material facts concerning the Special Business to be transacted at the Meeting of the Company to be held at Ramada Karachi Creek, Zulfiqar Street 1, DHA Phase VIII, Karachi on July 19, 2023, at 11:00 a.m.

The Shareholders in the meeting held on July 28, 2022, had approved the investment of eighty-five percent (85%) in the equity of the associated company, namely OBS Pakistan (Private) Limited (OBS PK) to acquire a selected portfolio of products from Viartis Inc. ("Viatris") which were commercialized in Pakistan primarily under the brands previously owned by Pfizer Inc. ("Brands"), through an optimal capital structure comprising equity and debt in the ratio of 25:75.

Subsequently, in the meeting held on April 19, 2023, shareholders were informed that the economic environment in Pakistan, including the rupee-dollar parity had deteriorated significantly since the time authorization was granted. Taking these factors into consideration, the management revised the terms of the transaction with the sellers and was also able to successfully negotiate a reduction in the purchase price with Viartis Inc. Accordingly, the transaction was delayed on account of these factors and closing took place at the start of 2nd quarter of 2023.

Meanwhile, an opportunity has arisen to subscribe to additional shareholding in OBS PK, as the Company is now able to provide collateral to secure financing of up to PKR 3.6 billion to be raised by OBS PK. Accordingly, subject to the approval of members, the shareholding of AGP would increase by up to seven and a half percent (7.5%) up to ninety-two and a half percent (92.5%) from eighty-five percent (85%) in the equity of OBS PK. The additional shareholding would increase the share of profit of the Company which, in turn, maximizes shareholders' value.

SR. NO.	DESCRIPTION	INFORMATION REQUIRED																			
3 (a)	Disclosures for all types of investments																				
(A)	Regarding Associated Company or Associated Undertakings:																				
(i)	Name of the associated company or associated undertakings	OBS Pakistan (Private) Limited (OBS PK)																			
(ii)	Basis of relationship	Subsidiary Company																			
(iii)	Earnings per share for the last three years	Not Applicable																			
(iv)	Break-up value per share, based on latest audited financial statements	Not Applicable																			
(v)	Financial position including main items of statement of financial position and profit and loss account on the basis of its latest financial statements.	Main items of the financial statements (unaudited) for the two (2) months period ended May 31, 2023. <table border="1"> <thead> <tr> <th>Particulars</th> <th>Items</th> <th>PKR in Million</th> </tr> </thead> <tbody> <tr> <td rowspan="3">Financial position as at May 31, 2023</td> <td>Total Assets</td> <td>9,578</td> </tr> <tr> <td>Total Liabilities</td> <td>8,198</td> </tr> <tr> <td>Total Equity</td> <td>1,379</td> </tr> <tr> <td rowspan="4">Profit and loss account for the period ended May 31, 2023</td> <td>Net Sales</td> <td>499</td> </tr> <tr> <td>Gross Profit</td> <td>297</td> </tr> <tr> <td>Profit Before Tax</td> <td>230</td> </tr> <tr> <td>Profit After Tax</td> <td>191</td> </tr> </tbody> </table>	Particulars	Items	PKR in Million	Financial position as at May 31, 2023	Total Assets	9,578	Total Liabilities	8,198	Total Equity	1,379	Profit and loss account for the period ended May 31, 2023	Net Sales	499	Gross Profit	297	Profit Before Tax	230	Profit After Tax	191
Particulars	Items	PKR in Million																			
Financial position as at May 31, 2023	Total Assets	9,578																			
	Total Liabilities	8,198																			
	Total Equity	1,379																			
Profit and loss account for the period ended May 31, 2023	Net Sales	499																			
	Gross Profit	297																			
	Profit Before Tax	230																			
	Profit After Tax	191																			
(vi)	In case of investment in relation to a project of associated company or associated undertaking that has not commenced operations	Not Applicable																			

(B)	General Disclosures	
(i)	Maximum amount of investment to be made	Total equity investment of up to PKR 2,400 million. Corporate guarantee covering principal amount of up to PKR 7,200 million plus profit amount and other expenses.
(ii)	Purpose, benefits likely to accrue to the investing company and its members from such investment and period of investment	The additional investment will increase the profitability of the Company, which in turn maximize shareholders' value. The Company intends to maintain its equity investment in OBS PK for an indefinite period.
(iii)	Sources of funds to be utilized for investment and where the investment is intended to be made using borrowed funds	The investment is from the Islamic Syndicate Facility for funding the equity investment in OBS PK.
	(I)	Justification for investment through borrowings
	(II)	Details of collateral, guarantees provided and assets pledged for obtaining such funds
	(III)	Cost benefit analysis
(iv)	Salient features of the agreement(s), if any with associated company or associated undertaking with regards to the proposed investment	A share subscription agreement (the agreement) is being executed between AGP, OBS PK and Aitkenstuart Pakistan (Private) Limited (Aitken). As per the agreement, AGP shall subscribe up to ninety-two and a half percent (92.5%) shareholding of OBS PK where the total shareholding will be free from any and all encumbrances and / or claims or rights of third (3 rd) parties of whatsoever nature, together with all rights attaching or accruing to the same for a price up to PKR 2,400 million.
(v)	Direct or indirect interest of directors, sponsors, majority shareholders and their relatives, if any, in the associated company or associated undertaking or the transaction under consideration	As of the date of this notice, Aitken, sponsor and parent of AGP, hold remaining shareholding in OBS PK against the provision of collateral, from its own sources, to secure the financing of up to PKR 3,600 million intended to be raised by OBS PK. Mr. Tariq Moinuddin Khan, sponsor and Chairman of AGP, is the ultimate beneficial owner of Aitken and a Director of OBS PK. Mr. Muhammad Kamran Mirza, Director of AGP, is a Director of OBS PK. Mr. Kamran Nishat, Director of AGP, is the CEO of Muller & Phipps (M&P), and M&P is the authorized distributor of OBS PK.

(vi)	In case any investment in associated company or undertaking has already been made, the performance review of such investment including complete information/justification for any impairment or write offs	OBS PK started its commercial operations in the month of April 2023 and earned a revenue of PKR 499 million in the two (2) months period ended May 31, 2023. Main items of the financial statements are given above on row (v) of 3a. There has been no impairment or write off.	
(vii)	Any other important details necessary for the members to understand the transaction	Not Applicable	
(b)	In case of equity investment, following disclosures in addition to those provided under clause (a) above		
(i)	Maximum price at which securities will be acquired	Incremental shareholding of upto 7.5% will be acquired at par value.	
(ii)	In case the purchase price is higher than market value in case of listed securities and fair value in case of unlisted securities, justification thereof	Not Applicable	
(iii)	Maximum number of securities to be acquired	44.5 million number of shares	
(iv)	Number of securities and percentage thereof held before and after the proposed investment	Before the proposed investment	20.4 million shares / Eighty-five percent [85%]
		After the proposed investment	Maximum upto 44.5 million shares / Up to Ninety-two and a half percent [92.5%]
(v)	Current and preceding twelve weeks' weighted average market price where investment is proposed to be made in listed securities	Not Applicable	
(vi)	Fair value determined in terms of sub-regulation (1) of regulation 5 for investments in unlisted securities	The fair market value of OBS PK, as determined by an independent valuer, Yousuf Adil Chartered Accountants, is around PKR 12 billion.	

Except to the extent as mentioned in B(v) above, the Board of Directors of the Company have no direct or indirect interest in the Special Business, except and to the extent of their respective shareholding in the Company.

The Board of Directors of the Company certify that necessary due diligence had been carried out at the time when the investment in the associated company was approved by the shareholders in the meeting held on July 28, 2022.

The duly signed recommendations of the due diligence report shall be made available to the members for inspection.

STATEMENT UNDER SECTION 134(3) OF THE COMPANIES ACT, 2017 (AGENDA ITEM NO. 3)

This statement sets out below the material facts concerning the Special Business to be transacted at the Meeting of the Company to be held at Ramada Karachi Creek, Zulfikar Street 1, DHA Phase VIII, Karachi on July 19, 2023, at 11:00 a.m.

The Shareholders in the meeting held on July 28, 2022, had approved the extension or renewal of funding facilities to and from associated companies, namely OBS AGP (Private) Limited (OBS AGP) and OBS Pakistan (Private) Limited (OBS PK) for a period of one (1) year and the same is being proposed for renewal for a further period of one (1) year. The extension or utilization of funding facilities will ensure that short-term funds are readily available for the Company and associated companies and will help them to manage their working capital requirements efficiently.

SR. NO.	DESCRIPTION	INFORMATION REQUIRED		
3 (a)	Disclosures for all types of investments			
(A)	Regarding Associated Company or Associated Undertakings:			
(i)	Name of the associated company or associated undertakings	OBS Pakistan (Private) Limited (OBS PK) OBS AGP (Private) Limited (OBS AGP)		
(ii)	Basis of relationship	Subsidiaries		
(iii)	Earnings per share for the last three years	Years	OBS AGP	OBS PK
		2020	Not Applicable	Not Applicable
		2021	PKR 28.23	
		2022	PKR 38.52	
(iv)	Break-up value per share, based on latest audited financial statements	OBS AGP	OBS PK	
		As at Dec 31, 2022 PKR 16.7	Not Applicable	
(v)	Financial position including main items of statement of financial position and profit and loss account on the basis of its latest financial statements.	Main items of the financial statements (audited) of OBS AGP for the year ended Dec 31, 2022, and the financial statements (unaudited) of OBS PK for the two (2) months period ended May 31, 2023 are given below. The figures are PKR in million.		
		Items	OBS AGP	OBS PK
		Total Assets	4,696	9,578
		Total Liabilities	3,029	8,198
		Total Equity	1,667	1,379
		Net Sales	4,571	499
		Gross Profit	2,165	297
		Profit Before Tax	528	230
	Profit After Tax	385	191	
(vi)	In case of investment in relation to a project of associated company or associated undertaking that has not commenced operations.	Not Applicable		
(B)	General Disclosures			
(i)	Maximum amount of investment to be made	Short term funded and / or unfunded financing facilities, up to PKR 500 million each.		

(ii)	Purpose, benefits likely to accrue to the investing company and its members from such investment and period of investment	Provision of short-term finance facilities will meet the operational and cash flow requirements of the Company and its associated companies.	
(iii)	Sources of funds to be utilized for investment and where the investment is intended to be made using borrowed funds	The Company will facilitate the associated companies by using its own excess credit lines.	
	(I) Justification for investment through borrowings	The associated companies will pay a markup rate which is not lower than the average borrowing cost of the Company.	
	(II) Details of collateral, guarantees provided and assets pledged for obtaining such funds	The Company secures its overdraft lines by providing a joint hypothecation charge on pari passu basis over its current assets.	
	(III) Cost benefit analysis	The Company will charge the associated companies a rate which will add to its profitability.	
(iv)	Salient features of the agreement(s), if any with associated company or associated undertaking with regards to the proposed investment	Each financing facility will be provided on an arm's length basis.	
(v)	Direct or indirect interest of directors, sponsors, majority shareholders and their relatives, if any, in the associated company or associated undertaking or the transaction under consideration	<p>OBS AGP</p> <p>Aitken, sponsor and parent of the AGP, holds twenty-eight percent (28%) shareholding in OBS AGP.</p> <p>Mr. Tariq Moinuddin Khan, sponsor and Chairman of AGP, is the ultimate beneficial owner of Aitken and Mr. Muhammad Kamran Nasir is the CEO of Aitken.</p> <p>The following Directors of AGP are also on the Board of Directors of OBS AGP:</p> <ul style="list-style-type: none"> • Kamran Nishat • Muhammad Kamran Nasir • Nusrat Munshi • Muhammad Kamran Mirza <p>Muhammad Kamran Mirza also holds shareholding of 3.5% in OBS AGP</p> <p>Muhammad Kamran Nasir also indirectly holds shareholding of 3.5% in OBS AGP.</p>	<p>OBS PK</p> <p>As of today, Aitken, sponsor and parent of AGP, hold remaining shareholding in OBS PK against the provision of collateral, from its own sources, to secure the financing of up to PKR 3,600 million intended to be raised by OBS PK.</p> <p>Mr. Tariq Moinuddin Khan, sponsor and Chairman of AGP, is the ultimate beneficial owner of Aitken and a Director of OBS PK and Mr. Muhammad Kamran Nasir is the CEO of Aitken.</p> <p>Mr. Muhammad Kamran Mirza, Director of AGP, is a Director of OBS PK.</p> <p>Mr. Kamran Nishat, Director of AGP, is the CEO of Muller & Phipps (M&P), and M&P is the authorized distributor of OBS PK.</p>

(vi)	In case any investment in associated company or undertaking has already been made, the performance review of such investment including complete information/justification for any impairment or write-offs	OBS AGP The facility has never been utilized / availed.	OBS PK As per the previous shareholders' approval dated July 28, 2022, PKR 500 million is outstanding as of the date of the notice. The outstanding balance along with markup will be received during the year ending December 31, 2023.
		There is no impairment or write-offs in any of these facilities.	
(vii)	Any other important details necessary for the members to understand the transaction	Not Applicable	
(c)	In case of investments in the form of loans, advances and guarantees, following disclosures in addition to those provided under clause (a) of sub-regulation (1) of regulation 3 shall be made		
(i)	Category-wise amount of investment	Short term funded and / or unfunded financing facilities, up to PKR 500 million each.	
(ii)	Average borrowing cost of the investing company, the Karachi Inter Bank Offered Rate (KIBOR) for the relevant period, rate of return for Shariah compliant products and rate of return for unfunded facilities, as the case may be, for the relevant period	Average borrowing of the Company is as follows: <ul style="list-style-type: none"> under conventional arrangements, ranges from 1-3 months KIBOR + 0.3% - 1.25% per annum payable quarterly; under Islamic arrangements, ranges from 1-3 months KIBOR + 0.5% -1% per annum payable quarterly. 	
(iii)	Rate of interest, markup, profit, fees, or commission etc. to be charged by investing company	It shall not be less than the borrowing cost of the Company or KIBOR for the relevant period, whichever is higher.	
(iv)	Particulars of collateral or security to be obtained in relation to the proposed investment	No security is required to be obtained. The Company and its associated companies are confident that any financing arrangement will be repaid timely.	
(v)	If the investment carries conversion feature i.e. it is convertible into securities, this fact along with terms and conditions including conversion formula, circumstances in which the conversion may take place and the time when the conversion may be exercisable	Not Applicable	
(vi)	Repayment schedule and terms and conditions of loans or advances to be given to the associated company or associated undertaking.	The short term funded and / or unfunded financing facilities are for a period of one (1) year and renewable annually for each successive year, unless not renewed. Repayment will be made on the availability of the funds, and at a rate which shall not be less than the borrowing cost of the Company or KIBOR for the relevant period, if higher.	

Except to the extent as mentioned in B(v) above, the Board of Directors of the Company have no direct or indirect interest in the Special Business, except and to the extent of their respective shareholding in the Company.

The latest annual audited financial statements of OBS AGP for the year ended Dec 31, 2022, along with the latest interim financial statements (unaudited) of OBS AGP and OBS PK, shall be made available for inspection of the members in the meeting.

Form of Proxy

AGP Limited

FIFTH EXTRAORDINARY GENERAL MEETING

I/We _____ of _____, being a Member of AGP Limited holding _____ ordinary shares, HEREBY APPOINT _____ of _____, or falling him/her _____ of _____ as my/our proxy in my/our absence to attend and to vote and act for me/us and on my/our behalf at the Extraordinary General Meeting of the Company to be held on Wednesday, July 19, 2023 at 11:00 a.m. at Ramada Karachi Creek, Zulfiqar Street 1, DHA Phase VIII, Karachi and at any adjournment thereof.

As witness my/our hand(s) this _____ day of _____ 2023.

Signed in the presence of:

Ten Rupees
Revenue
Stamps

Witness 1

Signature: _____
Name: _____
CNIC No.: _____
Address: _____

Witness 2

Signature: _____
Name: _____
CNIC No.: _____
Address: _____

Name of Shareholder: _____
Folio No. / CDC Account No.: _____
Signature of the Shareholder: _____

Notes:

1. The Member is requested:
 - a. to affix Revenue Stamp of Rs. 10/- at the place indicated above;
 - b. to sign in the same style of signature as is registered with the Company;
 - c. to write down his/her Folio Number/CDC Account Number.
2. For the appointment of the above Proxy to be valid, this instrument of proxy must be received at the registered address of the Company, AGP Limited, B-23-C, S.I.T.E., Karachi-75700, Pakistan, at least forty-eight (48) hours before the time fixed for the Meeting.
3. Any alteration made in this instrument of proxy should be initialed by the person who signs it.
4. In addition to the above, the following requirements have to be met for CDC Account Holders / Corporate Entities:
 - a. Attested copies of CNIC or the passport of the beneficial owners and of the Proxy must be furnished with the proxy form.
 - b. The Proxy must produce his original CNIC or original passport at the time of the Meeting.
 - c. In case of corporate entities, the Board of Directors' resolution/power of attorney and specimen signature must be submitted (unless it has been provided earlier) along with proxy forms to the Share Registrars.

اے جی پی لمیٹڈ اطلاع برائے ۵ واں غیر معمولی اجلاس عام

بذریعہ ہذا اطلاع دی جاتی ہے کہ اے جی پی لمیٹڈ (اے جی پی / کمپنی) کے شیئرز ہولڈرز کا ۵ واں غیر معمولی اجلاس عام (اجلاس) بروز بدھ، ۱۹ جولائی ۲۰۲۳ء، صبح ۱۱ بجے بمقام رامادا کراچی کریک، ذوالفقار اسٹریٹ ڈی ایچ اے فیز ۸، کراچی منعقد ہو رہا ہے جس میں درج ذیل کارروائی عمل میں لائی جائے گی:

عمومی کارروائی:

(۱) ۱۹ اپریل ۲۰۲۳ء کو منعقدہ ۹ ویں سالانہ اجلاس عام کی کارروائی کی توثیق کرنا۔

خصوصی کارروائی:

منسلک کمپنی، او بی ایس پاکستان (پرائیویٹ) لمیٹڈ، کی ایکویٹی اجاری شدہ اور ادا شدہ سرمایہ کے ساڑھے سات فیصد (۷.۵%) تک اضافی سرمایہ کاری پر، غور و خوض، جہاں اے جی پی کو ۲۸ جولائی ۲۰۲۳ء کو منعقدہ اجلاس میں شیئرز ہولڈرز کی طرف سے پہلے ہی او بی ایس پاکستان (پرائیویٹ لمیٹڈ) کی ایکویٹی اجاری شدہ اور ادا شدہ سرمایہ کے پچاسی فیصد (۸۵%) تک سرمایہ کاری کا اختیار دیا جا چکا ہے، درج ذیل قراردادوں کو کمپنیز ایکٹ ۲۰۱۷ء کی شق ۱۹۹ء، ملا کر پڑھا جائے کمپنیز (انویسٹمنٹ ان ایسوسی ایٹڈ کمپنیز یا ایسوسی ایٹڈ ٹریڈنگز) ریگولیشنز، ۲۰۱۷ء کے تقاضوں کے مطابق بطور خصوصی قرارداد پیش کرنا، اور اگر مناسب سمجھا جائے تو ترمیم کے ساتھ یا بغیر منظوری دینا:

”قرارداد پیش کی جاتی ہے کہ کمپنی کو بذریعہ ہذا اپنی منسلک کمپنی، او بی ایس پاکستان (پرائیویٹ) لمیٹڈ میں قابل اطلاق قوانین کے مطابق ایکویٹی سرمایہ کاری کی شکل میں ۲۴۰۰ ملین روپے تک کی رقم کی سرمایہ کاری کرنے اور نتیجتاً غیر معینہ مدت کے لیے او بی ایس پاکستان (پرائیویٹ) لمیٹڈ کے جاری کردہ اور ادا شدہ شیئرز کیپٹل کی ساڑھے بیانوے فیصد (۹۲.۵%) تک ملکیت حاصل کرنے کا اختیار دیا جاتا ہے۔“

”مزید قرارداد پیش کی جاتی ہے کہ چیف ایگزیکٹو/نان ایگزیکٹو ڈائریکٹر کو کمپنی کے چیف فنانس آفیسر/کمپنی سیکرٹری یا کسی دوسرے شخص کے ساتھ مل کر، جنہیں ان کی طرف سے اختیار دیا جاسکتا ہے (مجاز افراد)، اختیار دیا جاتا ہے کہ مجوزہ لین دین کے اطلاق اور عمل درآمد کے لیے تمام ضروری اقدامات کریں، ایسے تمام اقدامات، اعمال اور ضروری چیزیں کریں، اور تمام ایسے اعمال، معاہدے، اعلامیے، عہد نامے، وثیقہ/سیکیورٹیز اور ضمانتیں، تسلی نامہ، بشمول اس کے کسی بھی معاون دستاویز یا کمپنی کے لیے اور اس کی طرف سے اور اس کے نام پر کوئی ایسی دستاویزات فراہم کریں، جو ضروری یا درکار ہو سکتی ہیں یا جنہیں وہ مجوزہ لین دین کی تکمیل کے مقاصد کے لیے، بشمول او بی ایس پاکستان (پرائیویٹ) لمیٹڈ کی طرف سے قرض اکٹھا کریں اور اس کے تحت اس کی ذمہ داریاں یقینی بنانے کے لیے ضروری یا متعلق یا واقعاتی سمجھیں۔“

”مزید قرارداد پیش کی جاتی ہے کہ مذکورہ بالا معاملات کے سلسلے میں کمپنی کی جانب سے مجاز افراد کی جانب سے اب تک کیے گئے تمام اقدامات کی کمپنی کی طرف سے بذریعہ ہذا مکمل طور پر تصدیق، توثیق اور منظوری دی جاتی ہے۔“

ایجنڈا نمبر ۲ میں درج مندرجہ بالا خصوصی کارروائی سے متعلق کمپنیز ایکٹ، ۲۰۱۷ء کی شق (۳) ۱۳۴ کے تحت ایک اعلامیہ نوٹس کے ہمراہ منسلک ہے۔

منسلک کمپنیوں یعنی او بی ایس اے جی پی (پرائیویٹ) لمیٹڈ اور او بی ایس پاکستان (پرائیویٹ) لمیٹڈ کو اور ان سے فنڈنگ کی سہولیات کی توسیع یا تجدید پر غور کرنے کے لیے، جس کی ۲۸ جولائی ۲۰۲۳ کو منعقدہ اجلاس میں شیئر ہولڈرز کی طرف سے پہلے ہی منظوری دی جا چکی ہے درج ذیل قرارداد کو کمپنیز ایکٹ ۲۰۱۷ء کی شق ۱۹۹، ملا کر پڑھا جائے کمپنیز (انویسٹمنٹ ان ایسوسی ایٹڈ کمپنیز یا ایسوسی ایٹڈ انڈر ٹیلنگز) ریگولیشنز، ۲۰۱۷ء کے تقاضوں کے مطابق بطور خصوصی قرارداد پیش کرنا، اس پر غور و خوض اور اگر مناسب سمجھا جائے تو ترمیم کے ساتھ یا بغیر منظوری دینا:-

”قرارداد پیش کی جاتی ہے کہ کمپنی کو بذریعہ ہذا اپنی منسلک کمپنیوں یعنی او بی ایس اے جی پی (پرائیویٹ) لمیٹڈ اور او بی ایس پاکستان (پرائیویٹ) لمیٹڈ کو اضافی قرض کے تقاضے اور ایفینڈنگ کی کمی کو پورا کرنے کے لیے یا کمپنی اور ایسی منسلک کمپنیوں کو اپنی مالی ذمہ داریوں کی بے باقی اور پوری کرنے میں مدد فراہم کرنے کے لیے بذریعہ ہذا مزید بارہ (12) ماہ کی مدت کے لیے ہر ایک کو ۵۰۰ ملین روپے کی رقم تک قلیل مدتی فنڈ ڈ اور/یا نان فنڈ ڈ سہولیات اور/یا سیکورٹی کی تجدید اور توسیع کرنے کا اختیار دیا جاتا ہے۔“

”مزید قرارداد پیش کی جاتی ہے کہ کمپنی کی جانب سے اس کی منسلک کمپنیوں کو اس سے پہلے کی قرارداد کے مطابق فراہم کردہ ایسی سہولیات ابتدائی طور پر ایک (1) سال کی مدت کے لیے پیش کی جائیں گی اور ہر آئندہ سال کے لیے قابل تجدید ہوں گی، جب تک کہ اس کی تجدید نہ کی جائے اور بذریعہ ہذا بورڈ آف ڈائریکٹرز کو منظوری کے لیے سفارش نہ کی گئی ہو۔“

ایجنڈا نمبر ۲ میں درج مذکورہ بالا خصوصی کارروائی سے متعلق کمپنیز ایکٹ، ۲۰۱۷ء کی شق (۳) ۱۳۴ کے تحت ایک اعلامیہ نوٹیفکیشن کے ہمراہ منسلک ہے۔

(۲) اجلاس کے سربراہ کی اجازت سے کسی دیگر کارروائی پر عملدرآمد

بحکم بورڈ
عمیر مختار
کمپنی سیکریٹری

کراچی
بتاریخ: ۲۷ جون ۲۰۲۳

نوٹس:

الف۔ شیئر ٹرانسفرنگس کی بندش

اے جی پی لمیٹڈ کی شیئر ٹرانسفرنگس ۱۲ جولائی ۲۰۲۳ء تا ۱۹ جولائی ۲۰۲۳ء (بشمول دونوں یوم) بند رہیں گی۔ ۱۱ جولائی ۲۰۲۳ء کو کاروباری اوقات کے اختتام (شام ۵ بجے) تک ہمارے شیئر رجسٹرار، یعنی سی ڈی سی شیئر رجسٹرار سرورسز لمیٹڈ کو بمقام سی ڈی سی ہاؤس، ۹۹-بی، بلاک بی، ایس ایم سی ایچ ایس، مین شاہراہ فیصل، کراچی۔ ۷۴۴۰۰، موصول ہونے والے ٹرانسفرز کو اجلاس میں شرکت اور وٹنگ کے لیے بروقت تصور کیا جائے گا۔

ب۔ نمائندے کا تقرر

اجلاس میں شرکت اور ووٹ دینے کا اہل کمپنی کوئی ممبر اپنی جگہ شرکت کرنے اور ووٹ دینے کے لیے ایک نمائندہ مقرر کر سکتا ہے۔ نمائندگی ناموں کے موثر ہونے کے لیے ضروری ہے کہ وہ اجلاس کے مقررہ وقت سے کم از کم اڑتالیس (۲۸) گھنٹے قبل کمپنی کے رجسٹرڈ آفس کو لازماً موصول ہو جائیں یا corp.affairs@agp.com.pk پر ای میل کر دیے جائیں۔ نمائندے کے لیے کمپنی کا ممبر ہونا ضروری ہے۔ مندرجہ بالا مدت کا شمار کرتے ہوئے کاروباری دن شمار نہیں کیا جائے گا۔ کوئی ممبر ایک سے زائد نمائندہ مقرر کرنے کا حق دار نہیں ہے۔ نمائندگی نامہ کمپنی کی ویب سائٹ پر دستیاب ہوگا۔

ج۔ سی ڈی سی اکاؤنٹ ہولڈرز کے لیے ہدایات

سی ڈی سی اکاؤنٹ بھی انفرادی استفادہ کنندہ مالک، جو اس میٹنگ میں ووٹ دینے کا حق دار ہے، اسے شناخت ثابت کرنے کے لیے اپنا اصل کمپیوٹرائزڈ قومی شناختی کارڈ (CNIC) لانا ہوگا، اور نمائندے کی صورت میں، شیئر ہولڈر کے تصدیق شدہ CNIC کی ایک کاپی نمائندگی نامے کے ساتھ منسلک کرنی چاہیے۔ کارپوریٹ ممبران کے نمائندوں کو اس مقصد کے لیے بورڈ آف ڈائریکٹرز کی قرارداد/ مختار نامہ نامزد شخص کے دستخط کے ہمراہ ساتھ لانا چاہیے۔

سی ڈی سی اکاؤنٹ ہولڈرز کو سیکورٹیز اینڈ ایکسچینج کمیشن آف پاکستان (ایس ای سی پی) کی طرف سے جاری کردہ سرکلر، بتاریخ ۲۶ جنوری، ۲۰۰۰ء میں طے کردہ درج ذیل ہدایات کی پیروی کرنا ہوگی۔

د۔ سی ڈی سی اکاؤنٹ ہولڈرز کے لیے ہدایات

سی ڈی سی اکاؤنٹ ہولڈرز کو سیکورٹیز اینڈ ایکسچینج کمیشن آف پاکستان کی طرف سے جاری کردہ سرکلر، بتاریخ ۲۶ جنوری، ۲۰۰۰ء میں طے کردہ درج ذیل ہدایات کی مزید پیروی کرنا ہوگی:

ہ۔ غیر معمولی اجلاس عام میں شرکت کے لیے:

ایس ای سی پی نے اپنے ۲۰۲۱ کے سرکلر نمبر ۴، بمورخہ ۱۵ فروری ۲۰۲۱، ہمراہ پڑھا جائے سرکلر نمبر ۶ بابت ۲۰۲۱، بمورخہ ۳ مارچ ۲۰۲۱، حامل وضاحتی نمبر SE/SMD/۲۰۲۱/۱۷/۱۵ بمورخہ ۱۵ دسمبر ۲۰۲۱، کے ذریعے لسٹڈ کمپنیوں کو ہدایت کی کہ وہ جسمانی اجلاسوں کے علاوہ الیکٹرانک ذرائع سے عام میٹنگ میں ممبران کی شرکت کو بطور ایک باقاعدہ جزو یقینی بنائیں۔

اسی مناسبت سے، SECP کی ہدایات کی تعمیل میں، کمپنی اپنے شیئر ہولڈرز کو ویڈیو لنک کے ذریعے میٹنگ میں شرکت کی سہولت بھی فراہم کر رہی ہے۔ اس سہولت سے فائدہ اٹھانے کے لیے، اراکین سے درخواست کی جاتی ہے کہ وہ اپنی درج ذیل تفصیلات corp.affairs@agp.com.pk پر ای میل بھیج کر رجسٹر ہوں:

فولیو ای سی ڈی سی اکاؤنٹ نمبر	شیئرز کی تعداد	نام	CNIC	موبائل فون نمبر	ای میل ایڈریس

ضروری تصدیق کے بعد، ویڈیولنک اور لاگ ان کی معلومات ان شیئر ہولڈرز کے ساتھ شیئر کی جائیں گی جن کے تمام مطلوبہ تفصیلات کے حامل ای میلز، دیے گئے ای میل ایڈریس پر ۱۷ جولائی ۲۰۲۳ کو کاروباری اوقات کے اختتام (شام ۵ بجے) تک یا اس سے پہلے موصول ہو چکے ہوں گے۔ شیئر ہولڈرز کو ترغیب دی جاتی ہے کہ وہ میٹنگ کے ایجنڈا آئٹمز سے متعلق اپنے تبصرے/تجاویز مندرجہ بالا ای میل ایڈریس پر ۱۷ جولائی ۲۰۲۳ کو کاروباری اوقات کے اختتام تک بھیج دیں۔

و۔ ای ووٹنگ

ممبران کمپنیز ایکٹ ۲۰۱۷ کی شق ۱۴۳ تا ۱۴۵ اور کمینیز (پوسٹل بیلٹ) ریگولیشنز ۲۰۱۸ کی لاگوشقوں کے تقاضوں سے مشروط اجلاس میں اپنا حق رائے دہی استعمال کر سکتے ہیں۔

ز۔ وڈیو کانفرنس کی سہولت

کمپنیز ایکٹ ۲۰۱۷ کی شق ۱۳۲ (۲) کی پیروی میں، اگر کمپنی کو کسی جغرافیائی مقام پر مقیم ۱۰ فیصد (۱۰٪) یا اس سے زائد مجموعی شیئر ہولڈنگ والے ممبران کی طرف سے سالانہ اجلاس عام کی تاریخ انعقاد سے کم از کم سات (۷) دن پہلے وڈیو کانفرنس کے ذریعے اجلاس میں شرکت کی رضامندی موصول ہو تو کمپنی اس شہر میں وڈیو کانفرنس کی سہولت کا بندوبست کرے گی بشرطیکہ اس شہر میں ایسی سہولت دستیاب ہو۔ کمپنی ممبران کو اجلاس کی تاریخ سے کم از کم پانچ (۵) دن پہلے ویڈیو کانفرنس کی سہولت کے مقام کے بارے میں مطلع کرے گی اور اس کے ساتھ اس طرح کی سہولت تک رسائی حاصل کرنے کے لیے ضروری مکمل معلومات فراہم کرے گی۔ اس سہولت سے فائدہ اٹھانے کے لیے براہ کرم ہمارے رجسٹرار کو درج ذیل معلومات فراہم کریں:

میں / ہم ساکن، بحیثیت اے
 جی پی لمیٹڈ کے ایک ممبر، مالک عدد عام شیئرز، بمطابق رجسٹرڈ فو لوب نمبر سی ڈی سی / اکاؤنٹ
 نمبر بذریعہ وڈیو کانفرنس فیسیلیٹی بمقام حاصل کرنا چاہتا ہوں / چاہتے
 ہیں (براہ کرم شہر کا نام داخل کریں)۔

ممبر کے دستخط