

AGP LIMITED
NOTICE OF 6th EXTRAORDINARY GENERAL MEETING

NOTICE is hereby given that the 6th Extraordinary General Meeting (Meeting) of the Shareholders of AGP Limited (the Company) will be held on Tuesday, July 9, 2024, at 11:00 a.m., at Ramada Karachi Creek, Zulfikar Street 1, DHA Phase VIII, Karachi, through in-person and video-link facility to transact the following business:

ORDINARY BUSINESS

1. To confirm minutes of the 10th Annual General Meeting held on March 19, 2024.
2. To elect Directors of the Company for a term of three (3) years commencing from July 9, 2024, in accordance with the provisions of the section 159 of the Companies Act, 2017 (the "Act").
 - a) Pursuant to section 159 of the Act, the Board of Directors through a resolution passed in their meeting held on April 26, 2024, have fixed the number of Directors at seven (7).
 - b) Pursuant to section 159(2)(b) of the Act, the names of retiring Directors are as follows:
 - i. Mr. Tariq Moinuddin Khan
 - ii. Mr. Zafar Iqbal Sobani
 - iii. Mr. Shauzab Ali
 - iv. Mr. Kamran Nishat
 - v. Mr. Muhammad Kamran Nasir
 - vi. Mr. Mahmud Yar Hiraj
 - vii. Mr. Muhammad Kamran Mirza
3. To transact any other business with permission of the Chair.

By Order of the Board

Karachi
June 14, 2024

Umair Mukhtar
Company Secretary

Notes:

a. Closure of Share Transfer Books

The share transfer books of the Company will remain closed from July 2, 2024 to July 9, 2024 (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 hours on July 1, 2024, 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 usual documents required 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. Election of Directors

A member desirous to contest the election of director shall file the following with the Company Secretary at its registered office, located at B-23-C, S.I.T.E, Karachi, Pakistan, not later than fourteen (14) days before the date of the Meeting:

- i. Notice of his/her intention to offer himself/herself for election as a Director under Section 159(3) of the Act, selecting any one category stated below in which he / she intends to contest, in accordance with the Regulation 7A of the Listed Companies (Code of Corporate Governance) Regulations, 2019 (the "CCG Regulations"), introduced through S.R.O. 906(1)2023 dated July 07, 2023:
 - a) Independent Director
 - b) Female Director
 - c) Other Director
- ii. Consent to act as Director on signed appendix to Form 9 of Companies Regulations, 2024 under Section 167 of the Act, along with copy of valid CNIC / Passport, taxpayer registration certificate.
- iii. A declaration in respect of being:
 - a) Compliant with all the applicable laws and regulations including without limiting the requirements of the CCG Regulations and eligibility criteria as set out in Section 155 & Section 156 of the Act, to act as director of the listed company.
 - b) That he / she is not ineligible to become Director of a listed company under Section 153 & 177 of the Act or any other applicable law.
 - c) That he/she is not serving as director, including as an alternate director, in more than seven (7) listed companies simultaneously.
 - d) That he/she is aware of the duties of the directors under the Act, the Memorandum and Articles of Association of the Company and Listing Regulations of the Pakistan Stock Exchange.
- iv. A detailed profile along with official address (for placement on the Company's website) as required under SECP's SRO 1196 (1)/ 2019 dated October 03, 2019.
- v. The candidates are requested to read the relevant provisions / requirements relating to the Election of Directors, as stipulated in the Act, CCG Regulations, the Companies Regulations, 2024, the applicable laws and regulations and ensure the compliance with the same in letter and spirit.

The list of contesting Directors will be circulated not later than seven (7) days before the date of the Meeting, in terms of Section 159(4). Further, website of the Company will also be updated with the relevant information.

e. Participation in the 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 No.	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 on July 5, 2024. 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 5, 2024.

f. Notice of the Meeting

The notice of the Meeting will be uploaded on the official website of the Company. Further the same shall also be posted at PUCAR system of Pakistan Stock Exchange Limited and e-mailed to the members who have provided their valid email addresses to the Company or Registrar.

Members are requested to intimate any change in their registered email addresses on a timely manner, to ensure effective communication by the Company / Registrar.

g. Postal Ballot / E- Voting

The members are hereby notified that pursuant to Companies (Postal Ballot) Regulations, 2018 amended through Notification vide SRO 2192(1)/2022 dated December 05, 2022 issued by the SECP. The SECP has directed all the listed companies to provide the right to vote through electronic voting facility and voting by post to the members on all businesses classified as special business and in case of election of directors, if the number of persons who offer themselves to be elected is more than the number of directors fixed under sub-section (1) of section 159 of the Act. Accordingly, members of AGP Limited (the Company) will be allowed to exercise their right to vote through e-voting facility or voting by post for the election of directors in its forthcoming Extra Ordinary General Meeting to be held on Tuesday, July 9, 2024, at 11:00 a.m., in accordance with the requirements and subject to the conditions contained in the aforesaid Regulations further details will be shared in due course.

STATEMENT OF MATERIAL FACTS UNDER SECTION 166(3) OF THE COMPANIES ACT, 2017

Independent Directors will be elected through the process of election of director in terms of section 159 of the Act and they shall meet the criteria laid down in Section 166 of the Act, and the Companies (Manner and Selection of Independent Directors) Regulations 2018.

The present Directors do not have any direct or indirect interest in the above business except they may consent for election of directors.