



ATTOCK REFINERY LIMITED

NOTICE OF 19TH EXTRA-ORDINARY GENERAL MEETING

**TUESDAY, JULY 14, 2015
AT 11:00 A.M.
AT ATTOCK HOUSE, MORGAH, RAWALPINDI**

ATTOCK REFINERY LIMITED

NOTICE OF EXTRA-ORDINARY GENERAL MEETING

Notice is hereby given that the **Nineteenth (19th)** Extra-Ordinary General Meeting of the Company will be held on Tuesday, July 14, 2015 at 11:00 a.m. at Attock House, Morgah, Rawalpindi to transact the following business:

ORDINARY BUSINESS

1. To confirm the minutes of the Thirty Sixth (36th) Annual General Meeting held on September 16, 2014.
2. To elect seven (7) Directors of the Company as fixed by the Board of Directors, in accordance with the provisions of Section 178 of the Companies Ordinance, 1984 for a term of three (3) years commencing from July 18, 2015 in place of the following retiring directors who are eligible for re-election:
 1. Dr. Ghaith R. Pharaon
 2. Mr. Laith G. Pharaon
 3. Mr. Wael G. Pharaon
 4. Mr. Shuaib A. Malik
 5. Mr. Abdus Sattar
 6. Mr. Munaf Ibrahim
 7. Agha Sher Shah
3. To transact any other business with the permission of the Chairman.

By Order of the Board



Saif ur Rehman Mirza
Company Secretary

Registered Office:
The Refinery,
Morgah, Rawalpindi
June 22, 2015

NOTES:

FOR CANDIDATES PARTICIPATING IN THE ELECTION OF DIRECTORS:

Any person who is not ineligible to be appointed as a director under Section 187 of the Companies Ordinance, 1984 and seeks to contest the election to the office of director shall whether he/she is a retiring director or otherwise, file with the Company the following documents, at its registered office not later than fourteen (14) days before the date of the meeting at which elections are to be held:

- i. Notice of his/her intention to offer himself/herself for the election of director in terms of Section 178 (3) of the Companies Ordinance, 1984.
- ii. Consent to act as director on Form 28 under Section 184 of the Companies Ordinance, 1984.
- iii. A detailed profile alongwith his/her office address as required under SECP SRO 634 (I)/2014 dated July 10, 2014.
- iv. He /she should also confirm that :
 - He/she is not ineligible to become a director of a listed Company under any applicable laws and regulations (including listing regulations of the Stock Exchanges).
 - He/she is not serving as director in more than seven (7) listed companies simultaneously. Provided that this limit shall not include the directorships in the listed subsidiaries of a listed holding company.
 - Neither he/she nor his/her spouse is engaged in the business of brokerage or is a sponsor, director or officer of a corporate brokerage house.
 - His/her name is borne in the register of National Tax Payers (except where he/she is a non-resident) mentioning NTN number.
 - He/she has not defaulted in payment of any loan to a banking company, Development Finance Institution (DFI) or a Non Banking Financial Institution (NBFI) or being a member of stock exchange has not been declared as a defaulter by that stock exchange.

PARTICIPATION IN THE EXTRA-ORDINARY GENERAL MEETING:

A member entitled to attend and vote at the meeting is entitled to appoint any other member as his/her proxy to attend and vote. Proxies in order to be effective must be received at the Registered Office of the Company, P.O. Refinery, Morgah, Rawalpindi-46600, Pakistan duly stamped and signed not less than 48 hours before the time of the meeting.

CDC Account Holders will further have to follow the under mentioned guidelines as laid down by the Securities & Exchange Commission of Pakistan:

A. FOR ATTENDING THE MEETING:

- i. In case of individuals, the account holder or sub-account holders and/or the persons whose securities are in group account and their registration details are uploaded as per the CDC Regulations, shall authenticate identity by showing their original Computerised National Identity Card (CNIC), or original passport at the time of attending the meeting.
- ii. In case of corporate entities, the Board of Directors' resolution/power of attorney with specimen signature of the nominees shall be produced (unless it has been provided earlier) at the time of attending the meeting.

B. FOR APPOINTING PROXIES:

- i. In case of individuals, the account holder or sub-account holders and/or the persons whose securities are in group account and their registration details are uploaded as per the CDC Regulations, shall submit the proxy form as per the above requirements.
- 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 CNIC or the 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 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 person nominated to present and vote on behalf of the corporate entity, shall be submitted (unless it has been provided earlier) alongwith proxy form to the Company.

CLOSURE OF SHARE TRANSFER BOOKS:

The share transfer books of the Company will remain closed and no transfer of shares will be accepted for registration from July 7, 2015 to July 14, 2015 (both days inclusive). Transfers received in order at the Shares Department of M/s THK Associates (Pvt) Limited, 2nd Floor, State Life Building No. 3, Dr. Ziauddin Ahmed Road, P.O. Box No. 8533, Karachi-75530 at the close of business on July 6, 2015 will be treated in time.

PROVISION OF COPY OF COMPUTERISED NATIONAL IDENTITY CARD (CNIC):

In order to comply with the requirements of Securities & Exchange Commission of Pakistan (SECP) SRO 19(I)/2014 dated January 10, 2014 those shareholders who have not yet submitted attested copy of their valid CNICs are once again requested to provide the same with their folio numbers to the Company's Share Registrar, M/s THK Associates (Pvt) Limited. Members holding shares in CDC/Participants accounts are also requested to provide the attested copy of their CNIC to their CDC Participant/Investor Account Services.

CHANGE IN ADDRESS:

Members are requested to promptly notify any change in their addresses to the Company's Share Registrar or CDC Participant/Investor Account Services, as the case may be.



**ATTOCK REFINERY LIMITED
FORM OF PROXY
19TH EXTRA-ORDINARY GENERAL MEETING**

I/We _____
of _____
being member(s) of ATTOCK REFINERY LIMITED and holding _____
ordinary shares as per Share Register Folio No. _____
CDC Participant I.D. No. _____
CNIC No./Passport No. _____
hereby appoint _____
of _____ another member of
the Company or failing him/her _____
of _____ as my/our proxy to vote and act for me/our
behalf at the 19th Extra-Ordinary General Meeting of the Company to be held
on Tuesday, July 14, 2015 at 11:00 a.m. at Attock House, Morgah, Rawalpindi
and at any adjournment thereof.

Signature on
Five Rupees
Revenue Stamp

Signature of Shareholder
(The signature should agree with the
specimen registered with the Company)

Dated this _____ day of _____ 2015

Signature of Proxy _____

Witness

Signature _____

Name _____

Address _____

CNIC/Passport No. _____

Witness

Signature _____

Name _____

Address _____

CNIC/Passport No. _____

Important:

1. This Proxy Form, duly completed and signed, must be received at the Registered Office of the Company, P.O. Refinery, Morgah, Rawalpindi-46600, Pakistan not less than 48 hours before the time of holding the meeting.
2. If a member appoints more than one proxy and more than one instruments of proxies are deposited by a member with the Company, all such instruments of proxy shall be rendered invalid.
3. **For CDC Account Holders / Corporate Entities:**
In addition to the above the following requirements have to be met:
 - i. Attested copies of CNIC or the passport of the beneficial owners and the proxy shall be provided with the proxy form.
 - ii. The proxy shall produce his/her original CNIC or original passport at the time of the meeting.
 - iii. In case a corporate entity, the Board of Directors' resolution / power of attorney with specimen signature shall be submitted (unless it has been provided earlier) alongwith proxy form to the Company.