



engro polymer & chemicals

December 28, 2017

The General Manager
Pakistan Stock Exchange Limited.
Stock Exchange Building
Stock Exchange Road
Karachi.

NOTICE OF EXTRAORDINARY GENERAL MEETING
OF
ENGRO POLYMER & CHEMICALS LIMITED

Dear Sir,

We are enclosing herewith the Notice of Extraordinary General Meeting of Engro Polymer & Chemicals Limited to be held on Wednesday, February 7, 2018 at 3:00 p.m. at Karachi Marriott Hotel, which will be sent to the press and is being sent to the Stock Exchange for their prior information.

Very truly yours

SHAZEB SIDDIKI
Company Secretary

Encl: As above.

NOTICE OF THE EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Eleventh Extraordinary General Meeting of Engro Polymer and Chemicals Limited (the "Company") will be held at Karachi Marriot Hotel, Abdullah Haroon Road, Karachi, Pakistan on February 7, 2018 at 3:00 p.m., to transact the following business:

Special Business:

- 1) To consider and, if thought fit, to approve an increase in **Authorized Share Capital of the Company** and for this purpose to pass, with or without modification, the following resolutions as Special Resolutions:

- a. **RESOLVED** that the Authorized Share Capital of the Company be increased from Rs. 12,000,000,000/- (Rupees Twelve Billion Only) divided into 800,000,000 Ordinary Shares of Rs. 10/- each and 400,000,000 Preference Shares having a par value of Rs. 10/- each to Rs. 16,500,000,000/- (Rupees Sixteen Billion Five Hundred Million Only) divided into 1,250,000,000 Ordinary Shares of Rs. 10/- each and 400,000,000 Preference Shares having par value of Rs. 10/- each.
- b. **FURTHER RESOLVED** that as and by way of Special Resolution in respect of the increase in Authorized Capital of the Company, Clause V of the Memorandum of Association and Paragraph 1 of Article 4 of the Articles of Association of the Company be and are hereby altered to be read as under:

Clause V of the Memorandum of Association

"The Authorized Share Capital of the Company is Rs.16,500,000,000 divided into 1,250,000,000 ordinary shares of Rs. 10 each and 400,000,000 Preference Shares having a par value of Rs. 10 each with the rights, privileges and conditions attached thereto as are provided for the time being, with power to increase and reduce the capital of the Company and to further divide the shares in the capital for the time being into several classes."

Paragraph 1 of Article 4 of the Articles of Association

"The Authorized Share Capital of the Company is Rs. 16,500,000,000 divided into 1,250,000,000 Ordinary Shares of Rs. 10 each and 400,000,000 Preference Shares having a par value of Rs. 10 each."

- c. **FURTHER RESOLVED** that the Company Secretary be and is hereby authorized to do all acts, deeds and things, take any or all necessary actions to complete all legal formalities and file all necessary documents as may be necessary or incidental for the purpose of implementing the aforesaid resolutions.

- 2) Any other business to conduct with the permission of the Chair.

By Order of the Board

Karachi
December 28, 2017

Shazeb Siddiki
Company Secretary

NOTES:

1. The Share Transfer Books of the Company will remain closed from Wednesday, January 31, 2018 to Wednesday, February 7, 2018 (both days inclusive). Transfers received in order at the office of our Registrar, Messrs. FAMCO ASSOCIATES (PRIVATE) LIMITED, 8-F, next to Hotel Faran, Nursery, Block 6, PECHS, Shahrah-e-Faisal, Karachi PABX Nos (+9221) 34380101-5 and email info.shares@famco.com.pk, by the close of business (5:00 p.m.) on Tuesday, January 30, 2018 will be treated in time for the purpose of entitlement of transferees to attend and vote at this Meeting.
2. A member entitled to attend and vote at this Meeting shall be entitled to appoint another person, as his/her proxy to attend, speak and vote instead of him/her, and a proxy so appointed shall have such rights, as respects attending, speaking and voting at the Meeting as are available to a member. Proxies, in order to be effective must be received by the Company not less than 48 hours before the Meeting. A proxy need not be a member of the Company.
3. 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 5 days prior to the date of Extraordinary General Meeting, the Company will arrange video conference facility in that city subject to availability of such facility in that city. To avail this facility please provide the following information to the Share Registrar Office of the Company i.e. Messrs. FAMCO ASSOCIATES (PRIVATE) LIMITED, 8-F, next to Hotel Faran, Nursery, Block 6, PECHS, Shahrah-e-Faisal, Karachi PABX Nos (+9221) 34380101-5 and email info.shares@famco.com.pk.

I/We, of being a member of Engro Polymer and Chemicals 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

This statement sets out the material facts concerning the special business to be transacted at the Extraordinary General Meeting to be held on February 7, 2018.

Increase in Authorized Share Capital

The present Authorized Share Capital of the Company is Rs. 12,000,000,000/- (Rupees Twelve Billion Only) divided into 800,000,000 Ordinary Shares of Rs. 10/- each and 400,000,000 Preference Shares having a par value of Rs. 10/- each. In order to provide the Company with adequate leverage to consider the future issue of shares for meeting expected requirements to finance the upcoming projects and capital expenditure in the years to come, the Board of Directors have recommended an increase in the Authorized Share Capital. They have proposed to increase the Share Capital of the Company from existing share capital of Rs. 12,000,000,000 (Rupees Twelve Billion Only) divided into 800,000,000 Ordinary Shares of Rs. 10/- each and 400,000,000 Preference Shares having a par value of Rs. 10/- each to Rs. 16,500,000,000/- (Rupees Sixteen Billion Five Hundred Million Only) divided into 1,250,000,000 Ordinary Shares of Rs. 10/- each and 400,000,000 Preference Shares having par value of Rs. 10/- each, i.e. by an amount of Rs. 4,500,000,000/- (Rupees Four Billion Five Hundred Million Only). For this purpose a Special Resolution is supposed to be approved in the forthcoming Extraordinary General Meeting.

The Directors of the Company have no personal interest in the increase of Authorized Share Capital whether directly or indirectly except to the extent of the shareholding held by them in the Company.

By Order of the Board

Shazeb Siddiki
Company Secretary