

ATTOCK REFINERY LIMITED

NOTICE OF EXTRA-ORDINARY GENERAL MEETING

Notice is hereby given that the **Twentieth (20th)** Extra-Ordinary General Meeting of the Company will be held on **Monday, July 16, 2018 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 ninth (39th) Annual General Meeting held on October 19, 2017.
2. To elect seven (7) Directors of the Company as fixed by the Board pursuant to the provisions of Section 159 of the Companies Act, 2017 for a term of three (3) years commencing from July 18, 2018.

Following are the names of the retiring Directors:

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|-------------------------|--------------------------|
| 1) Mr. Laith G. Pharaon | 5) Mr. Sajid Nawaz |
| 2) Mr. Wael G. Pharaon | 6) Mr. Jamil A. Khan |
| 3) Mr. Shuaib A. Malik | 7) Mr. Shamim Ahmad Khan |
| 4) Mr. Abdus Sattar | |

The retiring directors are eligible for re-election.

3. To transact any other business with the permission of the Chairman.

Registered Office:
The Refinery,
Morgah, Rawalpindi
June 22, 2018

By Order of the Board


Saif ur Rehman Mirza
Company Secretary

NOTES:

1. Any member who seeks to contest the election of director shall, whether he is a retiring director or otherwise, shall file with the company at its registered office not later than 14 days before the date of the above said meeting:
 - Notice of his/her intention to offer himself/herself for election as director in terms of section 159(3) of the Companies Act, 2017.
 - Consent to act as director on Form-28, duly completed and signed by the candidate as required under section 167 (1) of the Companies Act, 2017.
 - Candidates participating in the election of directors required to file a detailed profile along with his/her office address as required under SECP's SRO 634 (I)/2014 dated July 10, 2014.
 - Signed declaration to the effect that he/she is aware of the duties and powers of directors under the Companies Act, 2017. Memorandum and Articles of Association of the company, Rule Book of Pakistan Stock Exchange Limited and the Listed Companies (Code of Corporate Governance) Regulations, 2017 and other relevant laws and regulations.
 - Signed declaration to the effect that he/she is compliant to the requirements and eligibility criteria as set out in the Companies Act, 2017 and Listed Companies (Code of Corporate Governance) Regulations, 2017 to be appointed as a Director/Independent Director of the listed Company.
 - Copy of valid CNIC/ passport and NTN.
2. A member of the Company entitled to attend and vote at this meeting may appoint another person as his/her proxy to attend and vote instead of him/her. Proxy forms in order to be effective must be received at the Registered Office of the Company duly stamped and signed not later than 48 hours before the meeting.
3. The Beneficial Owner of Central Depository Company, entitled to attend and vote at this meeting, must bring his/her CNIC or Passport to provide his/her identity. In case of proxy, an attested copy of his/her CNIC or Passport must be enclosed. Representatives of corporate entities should bring the usual documents required for such purpose.

4. The share transfer books of the Company will remain closed and no transfer of shares will be accepted for registration from **July 7, 2018 to July 16, 2018** (both days inclusive). Transfers received in order at the Share Registrar Department of M/s Central Depository Company of Pakistan Limited, CDC House, 99-B, Block 'B', S.M.C.H.S., Main Shahra-e-Faisal, Karachi-74400, Pakistan at the close of business on **July 06, 2018** will be treated in time.
5. Members are requested to promptly notify any change of addresses to the Company's Share Registrar or CDC Participant/Investor Account Services, as the case may be.
6. CDC account holders are further required to comply with the under mentioned guidelines as laid down by the Securities and Exchange Commission of Pakistan:

a. For attending the meeting

- i. In case of individuals, the account holders or sub-account holders and/or the persons whose securities are in group account and their registration details are uploaded as per the regulations, shall authenticate their identity by showing their original Computerized 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 the meeting.

b. For appointing proxies

- i. In case of individuals, the account holders or sub-account holders and/or the persons whose securities are in group account and their registration details are uploaded as per the 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/Passport No. 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 proxies shall produce their original CNIC or original passport at the time of meeting.
- v. In case of corporate entities, the Board of Directors' resolution/power of attorney with specimen signature of the person nominated to represent and vote on behalf of the corporate entity, shall be submitted (unless it has been provided earlier) along with proxy form to the Company.

PAYMENT OF DIVIDEND THROUGH BANK ACCOUNT OF THE SHAREHOLDER

In accordance with the Section 242 of the Companies Act, 2017 cash dividend can only be paid through electronic mode directly into the respective bank account designated by the entitled shareholder. Shareholders are requested to provide their bank account details directly to our Share Registrar (for physical shares) or to their respective Participant / broker (for CDS shares) as the case may be. The subject form is available at Company's website i.e. www.arl.com.pk

PROVISION OF COPY OF COMPUTERISED NATIONAL IDENTITY CARD (CNIC)

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 Central Depository Company of Pakistan 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.

STATEMENT OF MATERIAL FACTS

In compliance of Section 166(3) of the Companies Act, 2017 for an independent director, consent paper will be accepted from those persons who are in compliance with Section 166(2) the Companies Act, 2017.