

ATTOCK REFINERY LIMITED

NOTICE OF EXTRA-ORDINARY GENERAL MEETING

Notice is hereby given that the Twenty First (21st) Extra-Ordinary General Meeting (EOGM) of the Company will be held on **Monday, July 12, 2021 at 12:00 noon at Attock House, Morgah, Rawalpindi** through video link to transact the following business:

ORDINARY BUSINESS:

1. To elect seven (7) Directors of the Company as fixed by the Board of Directors pursuant to the provisions of Section 159 of the Companies Act, 2017, for a term of three (3) years commencing from July 18, 2021.

Following are the names of the retiring Directors:

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

The retiring directors are eligible for re-election.

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

A statement of material facts under Section 166 (3) of the Companies Act, 2017 is annexed to this notice.

By Order of the Board

Saif ur Rehman Mirza
Company Secretary

Registered Office:
The Refinery,
Morgah, Rawalpindi

June 18, 2021

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NOTES:

COVID-19 CONTINGENCY PLANNING FOR EOGM:

In light of the threat posed by the COVID-19 situation, particularly in the wake of its subsequent waves, Securities and Exchange Commission of Pakistan (SECP) has advised companies to modify their usual planning for general meetings in order to ensure safety and well being of shareholders and the public at large through Circular No. 4 of 2021 dated February 15, 2021 and Circular No. 6 of 2021 dated March 03, 2021.

Accordingly, the Company will be providing the facility to all shareholders to participate in the EOGM through video link while ensuring compliance with the quorum requirements.

The shareholders intending to participate in the EOGM via video link are hereby requested to share the following information with the office of the Company Secretary at the earliest but not later than 48 hours before the time of the EOGM i.e. before 12:00 noon on July 10, 2021:

Name of Shareholder	CNIC No.	Folio No./ CDC Account No.	Mobile No.*	Email Address*

**Shareholders are requested to provide their active mobile number and email address to ensure timely communication.*

Modes of communication:

The above mentioned information can be provided through following modes:

- a) Mobile/WhatsApp: 0312-5066389
- b) Email: 21eogm@arl.com.pk

Video link details and login credentials (ZOOM Application) will be shared with those shareholders who have shown their intent to attend the meeting containing all the particulars as mentioned above on or before July 10, 2021 by 12:00 noon.

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NOMINATION TO CONTEST ELECTION OF DIRECTORS:

Any person who intends to contest the election for the office of the Directors, shall file with the Company at its Registered Office not later than fourteen (14) days before the date of the Extra-Ordinary General Meeting, a notice of his/her intention to offer himself/herself for election as Director in terms of Section 159 (3) of the Companies Act, 2017 alongwith:

- i. Consent to act as director on Form 28, duly completed and signed by the candidate;
- ii. A detailed profile along with office address for placement on the Company's website seven (7) days prior to the date of the EOGM, in terms of SRO 1196(I)/2019 dated October 03, 2019;
- iii. Declarations in respect of being compliant with the requirements of the Listed Companies (Code of Corporate Governance) Regulations, 2019 and the eligibility criteria as set out in the Companies Act, 2017; and
- iv. Copy of valid CNIC or Passport (in case of foreigner).

FOR ATTENDING MEETING AND APPOINTING PROXIES:

a. For attending the meeting:

- i. A member of the Company entitled to attend and vote at this 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 duly stamped and signed not later than 48 hours before the meeting. Proxy Form is attached to this Notice.
- ii. In case of individuals, the account holder or sub-account holder shall authenticate his/her identity by sharing a copy of his/her CNIC or passport through email (as mentioned in the notes on Proxy Form) at least 48 hours before the EOGM.
- iii. In case of corporate entities, the Board of Directors' resolution/power of attorney with specimen signature of the nominees shall be shared through email (as mentioned in the notes on Proxy Form unless it has been provided earlier) at least 48 hours before the EOGM.

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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 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. 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.
- v. Proxies attending meeting on behalf of members are also required to provide below information for the purpose of attending the meeting through video link. Video link details and login credentials will be shared with proxy after verification.

Name of Proxy	CNIC No.	Folio No./ CDC Account No.	Mobile No.	Email Address

POSTAL BALLOT:

Pursuant to the Companies (Postal Ballot) Regulations, 2018, for the purpose of election of directors, if the number of persons who offer themselves to be elected is more than the number of directors fixed under Section 159 (1) of the Companies Act, 2017, members will be allowed to exercise their right to vote through postal ballot, i.e. voting by post or through e-voting, in accordance with the requirements and procedures contained in the aforesaid Regulations.

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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 06, 2021 to July 12, 2021 (both days inclusive). Transfers received in order at the office of Share Registrar M/s CDC Share Registrar Services 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 05, 2021 will be treated in time.

CONSENT FOR VIDEO CONFERENCE FACILITY:

Pursuant to Section 134(1)(b) of the Companies Act, 2017, if the Company receives a request from member(s) holding an aggregate ten percent (10%) or more shareholding residing at another city, such member(s) may request a video conference facility for the purpose of participating in the meeting at such a location by sending a request to the Company at least seven (7) days prior to the date of meeting. The Company will arrange video conference facility in that city subject to the availability of such facility in that city. To avail this facility a request is to be submitted to the Company Secretary on given address:

The Company Secretary,
Attock Refinery Limited,
Post Office Refinery,
Morgah, Rawalpindi.

COMPUTERIZED NATIONAL IDENTITY CARD NUMBER/ NATIONAL TAX NUMBER:

In compliance with regulatory directives issued from time to time, members who have not yet provided their Computerized National Identity Card (CNIC) Numbers and/or National Tax Numbers (NTN), as the case may be, are requested to kindly provide copies of their valid CNIC and/or NTN certificates at earliest:

- The shareholders who hold Company's shares in physical form are requested to submit the above information to the Share Registrar of the Company.
- Shareholders maintaining their shareholdings under Central Depository System (CDS) are advised to submit the above information directly to relevant Participant/CDC Investor Account Services.

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

This statement sets out the material facts pertaining to the justification for choosing a person for appointment as an independent director to be elected at the EOGM of the Company scheduled to be held on July 12, 2021.

The independent directors will also be elected through the process of election of directors in terms of Section 159 and 166 (1) of the Companies Act, 2017 and they shall meet criteria laid down under Section 166 (2) of the Companies Act, 2017 and the Companies (Manner and Selection of Independent Directors) Regulations, 2018. The Company shall exercise its due diligence before selecting a person as an independent director and ensure that the name of independent directors are available in the databank of independent directors maintained by the Pakistan Institute of Corporate Governance.