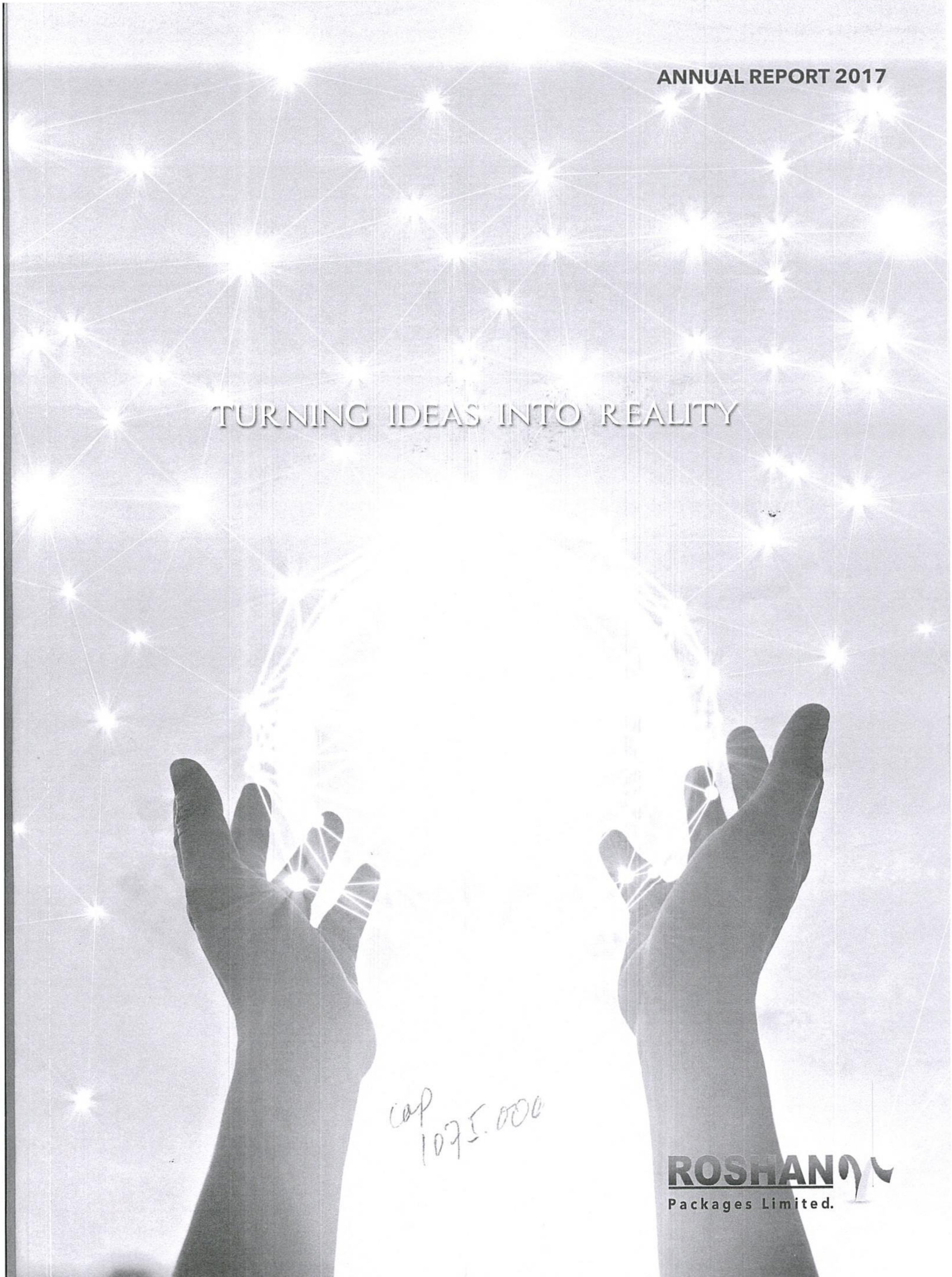
ANNUAL REPORT 2017
TURNING IDEAS INTO REALITY
cap
1075.000
ROSHAN
Packages Limited.

NOTICE OF **ANNUAL GENERAL MEETING**

Notice is hereby given that the 14th Annual General Meeting of Roshan Packages Limited (the "Company") will be held on Wednesday, November 22, 2017 at 11.30 a.m. at Nadia Hall, Nadia Catering Company 6-Km, Raiwind Road, Lahore. to transact the following business:

Ordinary Business:

1. To receive, consider and adopt the Chairman's Review Report, Reports of Directors and Auditors together with Audited Annual Separate and Consolidated Financial Statements for the year ended 30 June 2017.
2. To approve the payment of final cash dividend of Rs.1.0 per share (i.e., @10%) for the year ended 30 June 2017, as recommended by the Board of Directors of the Company.
3. To appoint Company's auditors and to fix their remuneration. The board and the audit committee have recommended the appointment of M/s. KPMG Taseer Hadi & Co., Chartered Accountants as auditors of the Company in place of retiring auditors M/s A.F. Ferguson & C., Chartered Accountants. Accordingly, the members are hereby given the notice as required under Section 246 (2) of the Companies Act, 2017 regarding appointment of an auditor other than the retiring auditors.

Special Business:

4. To approve, as recommended by the Directors, issue of bonus shares in proportion of one (1) Ordinary share for every ten (10) Ordinary shares held by the members (i.e.10%) by capitalization of a sum of Rs. 107,500,000 out of the share premium account.
5. To consider and approve the alteration in the Articles of Association of the Company for the purposes of E-voting.
6. To consider and approve the transactions carried out with related party during financial year ended 30 June, 2017 and to authorize the Chief Executive to approve the related party transactions to be carried out till the next annual general meeting.
7. To obtain consent of the shareholders for the transmission of the annual reports including annual audited accounts, notices of annual general meetings and other information contained therein of the Company either through CD or DVD or USB.
8. To consider and approve the long term investment in the form of equity and loans and advances to M/s Roshan Sun Tao Paper Mills (Private) Limited, a subsidiary company and for this purpose, if thought fit, to pass the following resolutions as Special Resolutions, with or without modification, under Section 199 of the Companies Act, 2017, as recommended by the Board of Directors of the Company:
   "Resolved that the approval of the members of the Roshan Pakages Limited (the "Company") be and is hereby accorded in terms of Section 199 of the Companies Act 2017 for long term equity investment of upto Rs.506.4 million in M/s Roshan Sun Tao Paper Mills Limited, a subsidiary company, by subscribing ordinary shares at Rs.10 per share to be offered to the Company on its existing shareholding as per term and conditions disclosed to the members.

   Resolved Further that the approval of the members of the Roshan Pakages Limited (the "Company") be and is hereby accorded in terms of Section 199 of the Companies Act 2017 for investment of upto 260 million in the form of loans and advances to M/s Roshan Sun Tao Paper Mills Limited, a subsidiary company, for a period of 3 years at mark up rate of 8% per annum and as per other terms and conditions of the agreement in writing and as disclosed to the members.

   Resolved Further That the resolution shall be valid for five (5) years and the Chief Executive Officer of the Company be and is hereby authorized to do all acts, deeds and things, take any or all necessary actions to complete all legal formalities including signing and execution of agreements and other documents and file all necessary documents as may be necessary or incidental for the purpose of implementing the aforesaid resolutions."

   A statement of material facts under Section 134 (3) of the Companies Act, 2017 is annexed to the notice of meeting sent to the members.

Lahore
Date: October 31, 2017

BY ORDER OF THE BOARD
Company Secretary

Notes:

1. **Book Closure:**

   The Share Transfer Books of the Company will remain closed from November 14, 2017 to November 22, 2017 (both days inclusive). Transfers received in order at the office of our Share Registrar, Central Depositary Company, CDC House 99-B block B SMCHS, main Shahrah-e-Faisal, Karachi by the close of business on November 13, 2017, will be treated in time for the entitlement of final cash dividend and bonus shares to the transferees and to attend the annual general meeting (AGM).

2. A member entitled to attend and vote at this meeting may appoint any other member as his/her proxy to attend and vote instead of him/her. A Proxy must be a member of the Company.

3. The instrument appointing a proxy and the power of attorney or other authority under which it is signed or a notarially attested copy of the power of attorney must be deposited at the Registered Office of the Company at least forty eight (48) hours before the time of the meeting.

4. Members who have deposited their shares into Central Depository Company of Pakistan Limited ("CDC") will further have to follow the under mentioned guidelines as laid down by the Securities and Exchange Commission of Pakistan.

A. **For Attending the Meeting**

a. In case of Individuals, the account holder and/or sub-account holder and their registration details are uploaded as per the CDC Regulations, shall authenticate his/her identity by showing his/her original CNIC or, original Passport at the time of attending the Meeting.

b. In case of corporate entity, the Board's resolution/power of attorney with specimen signature of the nominee shall be produced (unless it has been provided earlier) at the time of the Meeting.

B. For Appointing Proxies

a. In case of individuals, the account holder and/or sub-account holder and their registration details are uploaded as per the CDC Regulations, shall submit the proxy form as per above requirements.

b. The proxy form shall be witnessed by two persons, whose names, addresses and CNIC numbers shall be mentioned on the form.

c. Attested copies of the CNIC or the passport of beneficial owners and the proxy shall be furnished with the proxy form.

d. The proxy shall produce his original CNIC or original passport at the time of the Meeting.

e. In case of corporate entity, the Board's resolution/power of attorney with specimen signature shall be furnished (unless it has been provided earlier) along with proxy form to the Company.

5. **Submission of CNIC copies for Dividend Payment:**

   The directive of the Securities and Exchange Commission of Pakistan (SECP) vide S.R.O. 831(I)/2012 dated 05 July 2012 requires that the dividend warrants should bear the Computerized National Identity Card Numbers (CNIC) of the registered shareholders or the authorized person except in the case of minor(s) and corporate shareholders. CNIC number of the shareholders is, therefore, mandatory for the issuance of dividend warrants and in the absence of such information, payment of dividend may be withheld which will be released upon submission of a valid copy of the CNIC. Shareholders who have not yet provided their CNICs are, therefore, advised to provide the attested copies of their CNICs directly to our Share Registrar at the address given herein above.

6. **Payment of Cash Dividend through Electronic Mode**

   The provisions of Section 242 of the Companies Act, 2017 require the listed companies that any dividend payable in cash shall only be paid through electronic mode directly into the bank account of designated by the entitled shareholders. Subsequently, vide Circular No. 18 of 2017 dated 01 August, 2017, SECP has allowed one time relaxation till 31 October, 2017 to pay cash dividend by dividend warrants. Accordingly, the shareholders holding physical shares are requested to provide the Company's Share Registrar, at the address given herein above, electronic dividend mandate on E-Dividend Form provided in the Annual Report and also available on website of the Company. In the case of shares held in CDC, the same information should be provided to the CDS participants for updating and forwarding to the Company.

7. **Circulations of Annual Reports through Email**

   The shareholders who intends to receive the annual report including the notice of meeting through e-mail are requested to provide their written consent on the Standard Request Form provided in the annual report and also available on the Company's website: www.roshanpackages.com.pk