

## Notice of Annual General Meeting

Notice is hereby given that the 15th Annual General Meeting of **Roshan Packages Limited** (the “Company”) will be held on Monday October 29, 2018 at 3 p.m. at Zainab Hall Nadia catering Company 6 Km Raiwand 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 2018.
2. To appoint Company’s auditors and to fix their remuneration The members are hereby notified that the Board and the Audit Committee have recommended the reappointment of M/s. KPMG Taseer Hadi & Co., Chartered Accountants as auditors of the Company.
3. To elect seven (07) Directors of the Company as fixed by the Board of Directors, for a term of three (3) years commencing from November 03, 2018 in accordance with the Section 159 of the Companies Act 2017. The following Directors are retiring and are eligible for re-election
  - a. Mr. Khalid Eijaz Qureshi
  - b. Mr. Tayyab Aijaz
  - c. Mr. Saadat Eijaz
  - d. Mr. Zaki Aijaz
  - e. Mr. Quasim Aijaz
  - f. Mr. Muhammad Naveed Tariq
  - g. Mr. Malik Asad Ali Khan

### Special Business:

4. To approve, as recommended by the Directors, issue of bonus shares in proportion of two (2) Ordinary Share for every ten (10) Ordinary shares held by the members (i.e., @20%) by capitalization of a sum of Rs. 236,500,000 out of the share premium account.
5. To consider and approve the transactions carried out with related party during financial year ended 30 June, 2018 and to authorize the Chief Executive to approve the related parties’ transactions to be carried out till the next Annual General Meeting.
6. To consider and approve the conversion of trade receivable from related party, Roshan Enterprises, into loan and advances in terms of Section 199 of the Companies Act, 2017.

A statement of material facts under Section 134 (3) and Section 166 (3) of the Companies Act, 2017 is annexed to the notice of meeting sent to the members.

**BY ORDER OF THE BOARD**

Lahore

8 October 2018

Muhammad Adil  
Company Secretary

## **Notes:**

### **1. Book Closure:**

The Share Transfer Books of the Company will remain closed from October 22, 2018 to October 29, 2018 (both days inclusive). Transfers received in order at the office of our Share Registrar, Central Depository Company, CDC House 99-B block B SMCHS, Main Shahrah-e-Faisal, Karachi by the close of business on Friday, October 19, 2018 will be treated in time for the entitlement of bonus shares to the transferees and to attend, speak and vote at 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. A proxy so appointed shall have such rights, as respects attending, speaking and voting at the Meeting as are available to the Member. The proxy shall produce his/her original Computerized National Identity Card (CNIC) or passport to prove his identity.
3. The instrument appointing a proxy and the power of attorney or other authority under which it is signed or a notarial 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. Form of proxy in English and Urdu languages are attached to the notice of meeting sent to the shareholders.
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. CNIC/IBAN for E-Dividend Payment**

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. 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. In case of non-submission, all future dividend payments may be withheld.

## **6. Zakat Declarations**

The members of the Company are required to submit Declaration for Zakat exemption in terms of Zakat and Ushr Ordinance, 1980.

## **7. Circulations of Annual Reports through CD/DVD/USB/ Email**

Pursuant to the Securities and Exchange Commission of Pakistan's notification S.R.O 470(I)/2016 dated 31 May, 2016, the shareholders of the company in its last annual general meeting had accorded their consent for transmission of annual reports including annual audited accounts, notices of annual general meetings and other information contained therein of the Company through CD or DVD or USB instead of transmitting the same in hard copies. The shareholders who wish to receive hard copy of the aforesaid documents may send to the Company Secretary / Share Registrar, the Standard Request Form provided in the annual report and also available on the website of the Company and the Company will supply hard copies of the aforesaid document to the shareholders on demand, free of cost, within one week of such demand. 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](http://www.roshanpackages.com.pk)

## **8. Unclaimed Dividend and Bonus Shares**

Shareholders, who by any reason, could not claim their dividend or bonus shares or did not collect their physical shares, if any, are advised to contact our Share Registrar M/s Central Depository Company, CDC House 99-B block B SMCHS, Main Shahrah-e-Faisal, Karachi, to collect/enquire about their unclaimed dividend or pending shares, if any.

## 9. Video Conference Facility

Pursuant to the provisions of the Companies Act, 2017, the shareholders residing in a city and holding at least 10% of the total paid up share capital may demand the Company to provide the facility of video-link for participating in the AGM. The demand for video-link facility shall be received by the Share Registrar at the address given hereinabove at least seven (7) days prior to the date of the meeting on the Standard Form provided in the annual report and also available on the company's website.

## 10. Placement of Financial Statements

The Company has placed a copy of the Notice of AGM, Annual Separate and Consolidated Financial Statements for the year ended 30 June 2018 along with Auditors and Directors Reports thereon and Chairman's Review on the website of the Company: [www.roshanpackages.com.pk](http://www.roshanpackages.com.pk)

### Statement of Material Facts under Section 134(3) & SECTION 166 (3) of the Companies Act, 2017.

This statement sets out the material facts pertaining to the special business to be transacted in the Annual General Meeting of the Company to be held on October 29, 2018.

#### Item 3 of the Agenda – Election of Directors

The term of office of the present Board of Directors of the Bank will expire on 03 November, 2018. In terms of Section 159 (1) of the Companies Act, 2017, the Board of Directors has fixed the number of elected directors at seven (7) to be elected in the Annual General Meeting ("AGM") for the period of next three years.

The present Directors are interested to the extent that they are eligible for re-election as Directors of the Company.

Any person who seeks to contest the election to the office of a Director, whether he is retiring director or otherwise, shall file the following documents with the Company Secretary at the Registered Office of the company located at 325 GIII MA Johar Town, Lahore, not later than fourteen days before the date of AGM:

- a) Notice of his/her intention to offer him/herself for the election of directors in terms of Section 159(3) of the Act together with the consent to act as a director of the Company in Form 28 prescribed under the Act;
- b) A detailed profile along with office address as required under SECP's SRO 634 (I)/2014 dated July 10, 2014.
- c) Declaration under Clause 3 of the Listed Companies (Code of Corporate Governance) Regulations, 2017 ("Regulations") issued by the Securities and Exchange Commission of Pakistan ("SECP");
- d) Declaration by Independent Director under Clause 6(2) of the Regulations;
- e) Declaration that he/she is not ineligible to become a director in terms of Section 153 of the Act;
- f) The candidate must be member of the company at the time of filing of his/her consent to act as director.
- g) A valid copy of CNIC/Passport.