

ENGRO POLYMER & CHEMICALS LIMITED
NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Twenty First Annual General Meeting of Engro Polymer & Chemicals Limited will be held at Karachi School of Business & Leadership, National Stadium Road Opp. Liaquat National Hospital, Karachi on Monday, April 1, 2019 at 10:00 a.m. to transact the following business:

A. ORDINARY BUSINESS

- (1) To receive and consider the audited accounts for the year ended December 31, 2018 and the Directors' and Auditors' Reports thereon.
- (2) To appoint Auditors and fix their remuneration.
- (3) To declare a final dividend at the rate of PKR 0.30 per share for the year ended December 31, 2018.

By Order of the Board

Karachi
Dated: January 31, 2019

MEHREEN IBRAHIM
Company Secretary

NOTES:

1. The Share Transfer Books of the Company will remain closed from Monday, March 25, 2019 to Monday April 01, 2019 (both days inclusive). Transfers received in order at the office of our Registrar, Messrs. FAMCO ASSOCIATES (PRIVATE) LIMITED, 8-F, near 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 Friday March 22, 2019 will be treated as being in time for the purposes of payment of final dividend to the transferees and 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 Companies (Postal Ballot) Regulations 2018 for the purpose of election of Directors and for any other agenda item subject to the requirements of sections 143 and 144 of the Companies Act, 2017, members will be allowed to exercise their right of vote through postal ballot, that is voting by post or through any electronic mode, in accordance with the requirements and procedure contained in the aforesaid Regulations.
4. In accordance with the provisions of Section 242 of the Companies Act, 2017, a listed company, is required to pay cash dividend ONLY through electronic mode directly into the bank account designated by the entitled shareholders. Accordingly, the shareholders are requested to provide

the information mentioned on an E-Dividend Mandate Form available at the Company's website www.engropolymer.com and send the same to your brokers/the Central Depository Company Ltd. if the shares are held in the electronic form or to the Company's Shares Registrar if the shares are held in paper certificate form.

5. In accordance with the directives of the Securities and Exchange Commission of Pakistan, the dividends of shareholders whose CNIC copies have not been received by the Company shall not be electronically credited until receipt thereof. Therefore, the individual shareholders who have not submitted their CNIC copies are requested to send the same at the earliest to the share registrar of the Company. Corporate entities are requested to provide their NTN. The shareholders while sending CNIC or NTN certificates, as the case may be, must quote their respective folio numbers. The physical shareholders are requested to notify any change in their addresses to the share registrar of the Company and in case of CDC shareholders to their broker (participants).
- 6) In compliance with section 150 read with Division I of Part III of the First Schedule of the Income Tax Ordinance, 2001 withholding tax on dividend income will be deducted for 'filer' and 'non-filer' shareholders at 15% and 20% respectively. A 'filer' is a taxpayer whose name appears in the Active Taxpayers List (ATL) issued by the FBR from time to time and a 'non-filer' is a person other than a filer. To enable the Company to withhold tax at 15% for filers, all shareholders are advised to ensure that their names appear in the latest available ATL on FBR website, otherwise tax on their cash dividend will be deducted at 20% for non-filers. Withholding tax exemption from the dividend income, shall only be allowed if a copy of valid tax exemption certificate is made available to M/s FAMCO ASSOCIATES (PVT.) LTD, by the first day of book closure.
- 7) The FBR has clarified that in case of joint account, each holder is to be treated individually as either a filer or non-filer and tax will be deducted on the basis of shareholding of each joint holder as may be notified by the shareholder, in writing as follows, to the Company's share registrar, otherwise it will be assumed that the shares are equally held by the joint shareholders:

Company Name	Folio/CDS Account No.	Total Shares	Principal Shareholders		Joint Shareholder	
			Name & CNIC No.	Shareholding Proportion No. of shares	Name & CNIC No.	Shareholding proportion No. of shares

8. In pursuance to Circular No 10 of 2014 dated May 21, 2014, if the Company receives consent from members holding in aggregate 10% or more shareholding residing at geographical location to participate in the meeting through video conference at least seven (7) days prior to the date of Annual 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 Shares Registrar of the Company:

I/We, _____ of _____ being a member of Engro Polymer and Chemicals Limited holder of Ordinary Share(s) as per Register Folio No/CDC Account No, . _____ hereby opt for video conference facility at _____.

Signature of member