

**NOTICE OF
EXTRAORDINARY GENERAL MEETING**



PAKGEN POWER LIMITED

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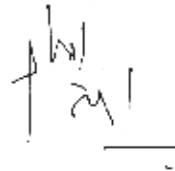
Notice is hereby given that the Extra Ordinary General Meeting of the members of Pakgen Power Limited (the "Company") will be held on September 01, 2023 (Friday) at 11:00 A.M. at Emporium Mall, The Nishat Hotel, Trade and Finance Centre Block, Near Expo Centre, Abdul Haq Road, Johar Town, Lahore to transact the following business:

To elect Seven (7) Directors of the Company, as fixed by the Board of Directors, for the next term of three years, in accordance with the provisions of Section 159 of the Companies Act, 2017, in place of following retiring Directors who are eligible to offer themselves for re-election:-

- | | | | |
|----|----------------------------|----|---------------------------|
| 1. | Mrs. Sadia Younas Mansha | 2. | Mr. Samir Mustapha Chinoy |
| 3. | Mr. Shahid Malik | 4. | Dr. Arif Bashir |
| 5. | Mr. Ghazanfar Husain Mirza | 6. | Mr. Farrukh Ifzal |
| 7. | Mr. Amir Mahmood | | |

A Statement of Material Facts as required under Section 166(3) of the Companies Act, 2017 is annexed to the notice of meeting circulated to the members of the Company.

BY ORDER OF THE BOARD



KHALID MAHMOOD CHOCHAN
Company Secretary

Lahore
August 08, 2023

NOTES:

BOOK CLOSURE NOTICE:

The Shares Transfer Books of the Company will remain closed from 19-08-2023 to 01-09-2023 (both days inclusive) for attending and voting at Extraordinary General Meeting. Physical transfers/ CDS Transactions IDs received in order in all respect up to 1:00 p.m. on August 18, 2023 at Share Registrar, CDC Share Registrar Services Ltd, CDC House, 99-B, Block 'B', S.M.C.H.S., Main Shahrah-e-Faisal, Karachi, will be considered in time for attending and voting at the meeting.

ATTENDANCE AT MEETING

A member entitled to attend, speak and vote at this meeting may appoint any other member as his/her proxy to do the aforesaid. 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 48 hours before the time of the meeting. A proxy must be a member of the company. The proxy form in English and Urdu languages is attached. The same is also available on the Company's website: <http://www.pakgenpower.com/>.

Members through book entry system under Central Depository Company of Pakistan Limited, are advised to must bring their original National Identity Cards / Passport along with copy of their particulars of CDC Account duly authenticated by the concerned Participant/Investor Account Services for verification and also follow the under mentioned guidelines as laid down by the Securities and Exchange Commission of Pakistan under Circular No.1 of 2000:

A. For Attending the Meeting

- a. In case of Individuals, the account holder and/or sub-account holder whose registration details are uploaded as per the CDC Regulations, shall authenticate his/her identity by showing his/her original CNIC or, original Passport along with copy of CDC Account Registration details duly authenticated by the concerned Participant/Investor Account Services at the time of attending the Meeting.
- b. In case of corporate entity, the person attending the meeting on behalf of the corporate entity must produce Board Resolution duly certified by the Chief Executive Officer/Director and/or a duly notarized power of attorney in his favor along with copy of proxy form submitted with the Company, the Board Resolution/Power of Attorney must contain specimen signature of the person attending meeting.

B. For Appointing Proxies

- a. In case of individuals, the account holder and/or sub-account holder whose 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, proxy holder and witnesses 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, Board Resolution duly certified by the Chief Executive Officer/Director and/or a duly notarized power of attorney in favor of proxy holder

along with proxy form to the Company The Board Resolution/Power of Attorney must contain specimen signature of proxy holder.

Election of Directors:

Any member who seeks to contest election of directors shall file with the Company at its registered office, Nishat House, 53-A, Lawrence Road, Lahore, not later than 14 days before the said meeting his / her intention to offer himself / herself for the election of the directors in terms of Section 159(3) of the Companies Act, 2017 together with:

- i) His/her folio No./CDC Investor Account No. / CDC Participant No./ Sub-Account No.
- ii) Notice of his / her intention to offer himself/herself for election as a director, along with duly completed and signed Form 28 giving his / her consent to act as Director of the Company if elected (under Section 167(1) of the Companies Act, 2017), and certify that he is not ineligible to become a Director under any applicable laws, Rules and Regulations.
- iii) Detailed profile along with office address to be placed on the Company's website.
- iv) A declaration on non-judicial confirming that:
 - a) He/she is aware of duties and powers under the relevant applicable laws, Memorandum & Articles of Association of Company, the Listed Companies (Code of Corporate Governance) Regulations, 2019 and listing regulations of Pakistan Stock Exchange Limited;
 - b) He/she is not serving as a director in more than seven (7) listed companies simultaneously including as an alternate Director;
 - c) He/she is not ineligible to become a Director of a listed company under Section 153 of the Companies Act, 2017 and any other applicable laws and regulations
- v) Attested copy of valid Computerized National Identity Card /Passport and NTN certificate.
- vi) Declaration by Independent Director(s) under Clause 6(3) of the Listed Companies (Code of Corporate Governance) Regulation 2019 on non-judicial stamp paper that he/she qualifies the criteria of independence stipulated under Section 166 of the Companies Act, 2017.
- vii) Detail of other offices / directorships and offices held;
- viii) The candidates are requested to read the relevant provisions / requirements relating to the Election of Directors, as stipulated in the Companies Act, 2017 and the Listed Companies (Code of Corporate Governance) Regulations, 2019, the other applicable laws and regulations and ensure the compliance with the same in letter and spirit.

- ix) A member who seeks to contest election may select one category in which he / she intends to contest election of directors.
- x) For the purposes of election of directors voting shall be held in the following three(3) categories:
 - i) Female director
 - ii) Independent Directors
 - iii) Other Directors.

If the number of members who offer themselves in each category is not more than the number of directors to be elected in such category, such members will be elected unopposed without the voting process.

Video Link Facility for Meeting

The members may attend the EOGM via video link using smart phones/tablets/. To attend the meeting through video link, members and their proxies are requested to register themselves by providing the following information along with valid copy of Computerized National Identity Card (both sides)/passport attested copy of board resolution / power of attorney (in case of corporate shareholders) through email at khalidchohan@pakgenpower.com or smahmood@dgcement.com by August 26, 2023.

Name of Member/Proxyholder	CNIC No.	Folio No. / CDC Account No.	Cell No. / Whatsapp No.	Email ID

E-voting / Postal Ballot Facility

The shareholders may be allowed to exercise their right to vote through e-voting / postal ballot subject to the provisions of the Companies Act, 2017 and the Companies (Postal Ballot) Regulations, 2018 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.

Unclaimed Dividend / Shares:

Shareholders who could not collect their dividend / physical shares are advised to contact our Share Registrar to collect / enquire about their unclaimed dividend or shares, if any.

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

Section 166(3) of the Companies Act 2017 provides that a statement of material facts is annexed to the notice of the general meeting called for the purpose of election of directors which shall indicate the justification for choosing the appointee for appointment as independent director.

Pursuant to the above mentioned provision, independent directors will be elected through the process of election of directors as laid down under Section 159 of the Companies Act, 2017.

The Company will ensure that the independent directors to be elected will meet the criteria set out for independence under Section 166 of the Companies Act, 2017 and regulations issued thereunder and their names are listed on the data bank of independent directors maintained by Pakistan Institute of Corporate Governance.

The candidates are requested to read the relevant provisions/requirements relating to the appointment/election of directors, as mentioned in the Companies Act, 2017 and the Listed Companies (Code of Corporate Governance) Regulations, 2019 and ensure compliance with the same in letter and spirit.

No directors have direct or indirect interest in the abovesaid business other than as shareholders of the Company and that they can contest the election of directors subject to eligibility criteria.

FORM OF PROXY

I/We _____

of _____ CDC A/C No. / Folio No. _____ being a member of

Pakgen Power Limited, (“the Company”) do hereby appoint Mr./Miss/Mrs. _____

_____ of _____ CDC A/C No. / Folio No. _____

as my/our proxy in our/my absence to attend and vote for me/us and on my/our behalf at the Extraordinary General Meeting of the Company to be held on September 01, 2023 (Friday) at 11:00 am at Emporium Mall, The Nishat Hotel, Trade and Finance Centre Block, Near Expo Centre, Abdul Haq Road, Johar Town, Lahore, and at any adjournment thereof in the same manner as I/we myself/ourselves would vote if personally present at such meeting.

As witness my hand in this _____ day of _____ 2023

Signature(s) of member(s)

Address _____

CNIC No. _____

Signed by the said member

In presence of

Witnesses:-

Name _____

Name _____

Address _____

Address _____

CNIC _____

CNIC _____

Please quote:

CDC A/C. Folio No.	Shares held

Revenue
Stamp
of Rs. 50/-

IMPORTANT NOTES:

- This instrument appointing a proxy, duly completed, must be received at the registered Office of the Company at Nishat House, 53-A, Lawrence Road, Lahore not later than 48 hours before the time of holding the Extraordinary General Meeting. For Appointing Proxies.
- Attested copies of the CNIC or the passport of beneficial owners shall be furnished with the proxy form of the member and the witness.
- The proxy shall produce his original CNIC or original passport at the time of the Meeting.
- In case of corporate entity, the Board's resolution / power of attorney with specimen signature shall be furnished along with proxy form to the Company.

پراکسی فارم

میں / ہم / مسماة / ساکن / ضلع

بجیٹ ممبر، پاک چین پارلیمنٹری (کینیڈا)، مسماة / ساکن

مسماة / مسماة / ساکن

میرری / ہماری طرف سے کینیڈا کے غیر معمولی اجلاس عام جو کہ بتاریخ یکم ستمبر ۲۰۲۳ء (جمعہ) بوقت صبح 11:00 بجے اپوریم مال، نشاط ہوٹل ٹریڈ اینڈ فنانس سنٹر بلاک، نزد ایکسپو سنٹر، عبدالحمق روڈ، جوہر ٹاؤن، لاہور میں منعقد ہو رہا ہے میں بول سکے اور ووٹ ڈال سکے۔

دستخط بتاریخ _____ دن _____ ۲۰۲۳ء

پچاس روپے کی ریونیوسٹیپ
چسپاں کریں

گواہ کے کوائف

دستخط: _____

نام: _____

پتہ: _____

کمپیوٹر آئڈنٹیٹی شناختی کارڈ نمبر: _____

دستخط: _____

(دستخط کینیڈا میں موجود رجسٹرڈ دستخط کے مطابق ہونے چاہیں)

گواہ کے کوائف

دستخط: _____

نام: _____

پتہ: _____

کمپیوٹر آئڈنٹیٹی شناختی کارڈ نمبر: _____

فولیو نمبر: _____

سی ڈی سی کھاتا نمبر: _____

حصص کی تعداد: _____

اہم:

پراکسی فارم، کینیڈا کے رجسٹرڈ آفس، نشاط ہاؤس، 53-A، لارنس روڈ، لاہور میں اجلاس کے انعقاد سے کم از کم ۳۸ گھنٹے قبل جمع کرانا لازمی ہے۔ بصورت دیگر وہ قابل قبول نہ ہوگا۔

BOOK POST

If undelivered please return to:



PAKGEN POWER LIMITED

Nishat House
53-A, Lawrence Road Lahore.
Ph: 042-111-11-3333