

**EMCO INDUSTRIES LIMITED**

**NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE TO THE SHAREHOLDERS FOR THE 63rd ANNUAL GENERAL MEETING OF EMCO INDUSTRIES LIMITED TO BE HELD AT THE REGISTERED OFFICE OF THE COMPANY, SITUATED AT 4th FLOOR, NATIONAL TOWER, 28-EGERTON ROAD, LAHORE ON FRIDAY 26th OCTOBER 2018, AT 11:00 AM**

NOTICE is hereby given that the 63<sup>rd</sup> Annual General Meeting of the shareholders of EMCO Industries Limited (the "Company") will be held at 4<sup>th</sup> Floor, National Tower, 28-Egerton Road Lahore on Friday 26<sup>th</sup> October 2018 at 11:00 a.m. to conduct the following business:

**Ordinary Business:**

1. To confirm the minutes of the last Annual General Meeting (AGM) of the Company held on 28.09.2017.
2. To receive, consider, approve and adopt the Annual Audited Accounts of the company for the year ended 30<sup>th</sup> June 2018 together with the Director's and Auditor's Reports thereon.
3. To Appoint Auditors for the next financial year ending 30<sup>th</sup> June 2019 and to fix their remuneration. The present Auditors, M/s Horwath Hussain Chaudhary & Co., Chartered Accountants, retires and being eligible, offer themselves for re-appointment.

**Special Business:**

4. To consider and if deem fit to approve/pass the following resolutions as Special Business:

"Resolved that any two directors of the Company be and are hereby authorized, jointly, to execute, for and on behalf of the Company and in its name, any and all documents required in connection with sale of Asset 1 and Asset 2, including but not limited to Agreement to Sell (if any), Sale Deed(s) and all other relevant or connected documents and to issue any notices for termination of agreement(s) to sell (if required) and therefore, enter into a new agreement in respect of the following:

- I. Parcel of land forming part of Asset 1 in terms of the Agreement to Sell dated 21st February 2018; and
- II. Agreement to sell dated 17th November 2017 for the sale of machinery including spare parts."

Further Resolved that the Chief Executive, Directors of the Company or Company Secretary be and is hereby authorized to do all acts, deeds and things, take or cause to be taken all necessary actions to comply with all legal formalities and requirements and file necessary documents as may be incidental for the purpose of implementing this resolution."

Statement under Section 134(3) of the Companies Act, 2017 pertaining to the Special business will be sent to the shareholders along with this notice.

**Other Business:**

Any other ordinary business with permission of the chair.

By Order of the Board of Directors

Place: Lahore:  
Dated: 19-09-2018

Ahsan Suhail Mannan  
(Company Secretary/Director)

**NOTES:-**

- (a) The Share Transfer Books of the company will remain closed from 19th October 2018 to 26th October 2018 (both days inclusive).
- (b) A member entitled to attend and vote at the AGM may appoint another member as his/her proxy to attend and vote instead of him/her at the meeting. Proxies must be deposited at the Company's Registered Office 4<sup>th</sup> floor, national tower, 28-egerton road, Lahore not less than 48 (forty-eight) hours before the time of holding the meeting.
- (c) Any individual beneficial owner of CDC, entitled to vote at the General Meeting, must bring his/her CNIC with him/her to prove his/her identity, and in case of proxy, attested copy of shareholder's CNIC must be attached with the proxy form. The representative of corporate member should bring the usual documents required for such purpose.
- (d) Members are requested to promptly notify the change in their address, if any, to the Company's Share Registrar M/S. Corp Link (Pvt) Limited, Wings Arcade, 1-K Commercial, Model Town, Lahore.

**STATEMENT UNDER SECTION 134 (3) OF THE COMPANIES ACT, 2017**

**Agenda Item No: 4**

To consider and if deem fit to approve/pass the following resolutions as Special Business:

"Resolved that any two directors of the Company be and are hereby authorized, jointly, to execute, for and on behalf of the Company and in its name, any and all documents required in connection with sale of Asset 1 and Asset 2, including but not limited to Agreement to Sell (if any), Sale Deed(s) and all other relevant or connected documents and to issue any notices for termination of agreement(s) to sell (if required), and therefore, enter into a new agreement in respect of the following:

- I. Parcel of land forming part of Asset 1 in terms of the Agreement to Sell dated 21st February 2018; and
- II. Agreement to sell dated 17<sup>th</sup> November 2017 for sale of machinery including spare parts Asset 2."

**Note:**

- 1) Directors of the Company or their spouses or relatives have no direct or indirect interest in the above said business except as shareholders of the Company.
- 2) The aforementioned special business is being undertaken in respect of the underlined objectives:
  - (a) In order for the Company to smoothly undertake the transactions related to Asset 1 and Asset 2 and to perform the obligations of the Company without any hindrance and delay.
  - (b) To serve any notice for termination, if required, to the buyer(s) of the land measuring 81 Kanals and 01 Marla out of the Asset 1 (land Measuring 84 Kanals) and Asset 2 (Machinery of Tile Division including spare parts) and therefore, to enter into a new agreement, if required, with respect to the Asset 1 or Asset 2.