



EMCO INDUSTRIES LIMITED

NOTICE OF EXTRA-ORDINARY GENERAL MEETING

Notice is hereby given that an Extra-Ordinary General Meeting of Emco Industries Limited will be held on 30th June, 2020 at 10:30 AM at ICC House, 2-Chamba House Lane, Golf Road, GOR-1, Lahore to transact the following business:

1. To confirm the minutes of the last Annual General Meeting held on 17.09.2019.
2. To elect Eleven (11) Directors of the Company as fixed by the Board in their meeting held on 22nd May, 2020 in accordance with the provisions of Section 159 (1) of the Companies Act, 2017, for a period of three (3) years commencing from July 1st, 2020, in place of the following retiring Directors:

1. Mr. Tariq Rehman	2. Mr. Suhail Mannan
3. Mr. Usman Haq	4. Mr. Javaid S. Siddiqi
5. Mr. Pervaiz S. Siddiqi	6. Mr. Salem Rehman
7. Mr. Ahsan Suhail Mannan	8. Mr. Awais Noorani
9. Ch. Imran Ali	

The Board of Directors has fixed the number of elected Directors as (11) Eleven in their meeting held on 22nd May 2020. All the retiring Directors shall be eligible to offer themselves for the re-election.

By Order of the Board
Sd/-

Place: Lahore
Dated: 22.05.2020

(Ahsan Suhail Mannan)
Company Secretary

NOTES:-

1. Share transfer books of the Company shall remain closed from 23rd June 2020 to 30th June 2020 (both days inclusive). No transfer of Shares to be accepted for the registration from 23rd June 2020 to 30th June 2020 (both days inclusive). The Shares received for transfer at the Company's Share Registrar Office i.e. CORPLINK (PVT) LTD., Wings Arcade, 1-K, Commercial Building, Model Town, Lahore, by the close of the business on 22nd June, 2020 will be considered in order for registration in the name of the transferees. Only persons, whose name appear in the register of members of the company as on 22nd June, 2020, are entitled to attend, participate in and vote at the meeting.
2. Members of the Company are requested to immediately notify the change of address, if any, to the Share Registrar CORPLINK (PVT) LTD. Wing Arcade, 1-K Commercial Buildings, Model Town Lahore. Form of Proxy is enclosed.
3. A member of the Company entitled to attend and vote at this Meeting may appoint another member as his/her proxy to attend and vote instead of him/her. Proxies must be deposited at the Company's Registered Office situated at 4th Floor, National Tower, 28-Egerton Road, Lahore, Pakistan not less than forty eight (48) hours before the time of holding the meeting.
4. Any person who seeks to contest election to the office of Director shall file with the Company, not later than fourteen (14) days before the date of the meeting, a notice of his intention to offer himself for election as a Director together with his consent to act as a Director.
5. The Members whose shares are maintained on CDC, entitled to attend and vote at this meeting, must bring his/her NIC or passport to prove his/her identity and in case of Proxy must enclose an attested copy of his/her CNIC or Passport. Representatives of Corporate members should bring the usual documents required for such purpose.

ELECTION OF DIRECTORS

Statement of material facts under Section 166(3) of the Companies Act, 2017 with respect to Agenda Item No. 2.

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 indicate the justification for choosing the appointee for appointment as an independent director. The Company is required to have at least two or one third members of the Board, whichever is higher, as independent directors on its Board in accordance with the listed Companies (Code of Corporate Governance) Regulations, 2019. The person to be elected as independent directors shall meet the criteria set out for independent under Section 166 (2) of the Companies Act, 2017 and are listed on the data bank of independent directors maintained by Pakistan Institute of Corporate Governance duly authorized by Securities and Exchange Commission of Pakistan. Further, their selection shall be made based on their respective competencies, requisite skill, knowledge and experience and will be elected as per section 159 of the Companies Act, 2017.

Documents/information required to contest Election of Directors.

Any person who seeks to contest the election of Directors shall, whether he/she is a retiring or otherwise, file with the Company the following documents and information at its registered office situated at 4th Floor, National Tower, 28-Egerton Road, Lahore, Pakistan not later than fourteen (14) days before the day of the above said meeting:

1. His/her Folio Number/CDC investors Account Number/CDC Sub-Account Number;
2. Notice of his/her intention to offer himself/herself for the election of directors in terms of Section 159(3) of the Companies Act, 2017;
3. Consent to act as Director under: Companies Act, 2017; and Listed Companies (Code of Corporate Governance) Regulations, 2019;
4. Profile along with his/her address to be placed on the website of the Company.
5. An attested copy of CNIC or passport (in case of foreigner);
6. A declaration that he/she is eligible to become a director under Companies Act, 2017; Listed Companies (Code of Corporate Governance) Regulations, 2019; and PSX Regulations;
7. He/She is aware of the duties and powers of a director under: Companies Act, 2017; Securities Act, 2015; Listed Companies (Code of Corporate Governance) Regulations; 2019 (Listing of Companies and Securities Regulations of Pakistan Stock Exchange; Memorandum and Articles of Association of the Company; and any other applicable laws/rules/regulations/codes etc. Any other documents/information he/she may think necessary.
8. Independent Director(s) will be elected through the process of election of director in terms of section 159 of the Act and they shall meet the criteria laid down in Section 166 of the Act, and the Companies (Manner and Selection of Independent Directors) Regulations 2018, accordingly the following additional documents are to be submitted by the candidates intending to contest election of directors as an independent director;
 - Declaration by Independent Director(s) under Clause 6(3) of the Listed Companies (Code of Corporate Governance) Regulations 2019;
 - Undertaking on non-judicial stamp paper that he/she meet the requirement of sub-regulation (1) of Regulation 4 of the Companies (Manner and Selection of Independent Directors) Regulation, 2018.