



EMCO INDUSTRIES LIMITED

NOTICE OF EXTRA-ORDINARY GENERAL MEETING

Notice is hereby given that an Extra-Ordinary General Meeting ("EOGM") of the shareholders of the Company EMCO Industries Limited ("Company") will be held on 22nd June 2023 at 11:00 A.M., at ICC House, 2-Chamba House Lane, Golf Road, GOR-1, Lahore, as well as through Video Conferencing facility to transact the following business:

ORDINARY BUSINESS:

1- To confirm the minutes of the last General Meeting held on 12th October 2022.

SPECIAL BUSINESS:

To consider and if deemed fit to approve / pass the following resolution(s) as Special Business:

2- MODIFICATIONS IN MEMORANDUM AND ARTICLES OF ASSOCIATION OF THE COMPANY

To consider and if deemed fit to pass the necessary resolution(s) with or without modification(s), addition(s) or deletion(s) of clause(s) / section(s) in the Memorandum and Articles of Associations of the Company as per provisions of the Companies Act, 2017 as recommended by the Board of Directors in their meeting held on 30th May 2023 that in order to increase authorized share capital of the Company, following clause(s) / section(s) in Memorandum and Articles of Association of the Company need to be amended:

RESOLVED THAT Clause V of Memorandum of Association of the Company EMCO Industries Limited (the "Company") be and is hereby amended to read as follows:

"V. The Capital of the Company is Rs. 1,200,000,000 (Rupees One Billion Two Hundred Million) divided into 120,000,000 (One Hundred and Twenty Million) ordinary shares of Rs. 10/- each, with power to increase and reduce the capital and to divide the shares in the capital for the time being into several clauses in accordance with the provisions of the Companies Act, 2017."

RESOLVED THAT Article 3 of the Articles of Association of the Company EMCO Industries Limited (the "Company") be and is hereby amended to read as follows:

"3. The Capital of the Company is Rs. 1,200,000,000 (Rupees One Billion Two Hundred Million) divided into 120,000,000 (One Hundred and Twenty Million) ordinary shares of Rs. 10/- each."

"FURTHER RESOLVED THAT the Chief Executive Officer or Company Secretary of the Company be and is hereby authorized to, singly, do all acts, deeds, and things, take or cause to be taken all necessary steps, to fulfill all the legal, corporate and procedural formalities and requirements and file all 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 is attached with this notice for the shareholders.

OTHER BUSINESS:

Any other ordinary business with permission of the chair.

By Order of the Board
(Ahsan Suhail Mannan)
Company Secretary

Place: Lahore
Dated: 30.05.2023

NOTES:

- a- Share Transfer Books of the Company shall remain closed from 15th June 2023 to 22nd June 2023 (both days inclusive). No transfers of shares to be accepted for the registration from 15th June 2023 to 22nd June 2023 (both days inclusive). The Shares received for the transfer at the Company's Share Registrar Office i.e., CORPLINK (PVT) LTD., Wings Arcade, 1-K Commercial, Model Town, Lahore by the close of business on or before 14th June 2023 will be considered in order for the registration in the name of the transferees. Only persons, whose name appears in the register of the members of the Company as on 14th June 2023, are entitled to attend, participate in and vote, at the meeting.
- b- Members having physical shareholding of the Company are requested to immediately notify the change of address, if any, to the Share Registrar Office i.e., CORPLINK (PVT) LTD., Wings Arcade, 1-K Commercial, Model Town, Lahore. Whereas, Members having shareholding of the Company in Book Entry form are requested to their respective CDC Participant/Broker/Investor Account Services.
- c- 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.
- d- The Members whose shares are maintained in CDC, entitled to attend and vote at this meeting, must bring his/her CNIC or passport to prove his/her identity and in the 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 a purpose.

To Attend General Meeting Through Video-Conferencing Facility:

The Extra Ordinary General Meeting is being conducted as per guidelines circulated by SECP following arrangements have also been made by the Company to facilitate the maximum participation of the shareholders in the EOGM through video link facility, either in-person or through appointed proxies. The shareholders are encouraged to participate in the meeting through electronic facility with Zoom Software organized by the Company.

To attend the EOGM through video-conferencing facility, the Members are requested to register themselves by providing the following information through email ID: eoqm23@emco.com.pk at least forty-eight (48) hours before the EOGM.

Name of shareholder	CNIC/NTN No.	Folio No/CDC	Cell Number	Email Address

Members will be registered, after necessary verification as per the above requirement and will be provided a video-link by the Company via email. The login facility will remain open from 10:50 A.M. (PST) till the end of EOGM.

Postal Ballot / E-voting:

In accordance with the Companies (Postal Ballot) Regulations, 2018, Section 143 and 144 of the Companies Act 2017 and under Postal Ballot Regulation, 2018 latest amendments circulated through SRO dated December 05, 2022, SECP has directed all listed companies for the purpose of Polling on Special Business / election of directors, 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, 2017, shareholders will be allowed to exercise their right to vote through postal ballot i.e. by post or e-voting, in the manner and subject to the conditions contained in the aforesaid regulations. Details will be circulated in due course.

Ballot Paper is available on Company's website for download and will be send to shareholders along with notice at their mailing address.

Statement of Material Facts under section 134(3) of the Companies Act, 2017 Agenda No.2:-

The Board of Directors has recommended that Clause V of Memorandum of Association and Article 3 of the Articles of Associations of the Company be amended. The amendments are summarized below:

Existing Memorandum of Association of the Company	Proposed Amendments in Memorandum of Associations of the Company
V. The Capital of the Company is Rs. 400,000,000 (Rupees Four Hundred Million) divided into 40,000,000 (Forty Million) ordinary shares of Rs. 10/- each, with power to increase and reduce the capital and to divide the shares in the capital for the time being into several clauses in accordance with the provisions of Companies Ordinance 1984.	V. The Capital of the Company is Rs. 1,200,000,000 (Rupees One Billion Two Hundred Million) divided into 120,000,000 (One Hundred and Twenty Million) ordinary shares of Rs. 10/- each, with power to increase and reduce the capital and to divide the shares in the capital for the time being into several clauses in accordance with the provisions of Companies Act, 2017.

Existing Articles of Association of the Company	Proposed Amendments in Articles of Associations of the Company
3. The Capital of the Company is Rs. 400,000,000 (Rupees Four Hundred Million) divided into 40,000,000 (Forty Million) ordinary shares of Rs. 10/- each.	3. The Capital of the Company is Rs. 1,200,000,000 (Rupees One Billion Two Hundred Million) divided into 120,000,000 (One Hundred and Twenty Million) ordinary shares of Rs. 10/- each.

The resolution required for the above purpose is set forth in the notice convening the EOGM and that resolution will be proposed and passed as a Special Resolution.

