

# PAKISTAN OILFIELDS LIMITED

## NOTICE OF EXTRA-ORDINARY GENERAL MEETING

Notice is hereby given that the Twenty Second (22<sup>nd</sup>) Extra-Ordinary General Meeting of the Company will Insha'Allah be held on June 12, 2023 at 11:00 a.m. at 4<sup>th</sup> Floor, Attock House Morgah, Rawalpindi to transact the following business:

### ORDINARY BUSINESS

1. To elect seven directors as fixed by the Board of Directors for a term of three years commencing from June 27, 2023.

The following are the names of the retiring directors:

- |                         |                          |
|-------------------------|--------------------------|
| 1) Mr. Laith G. Pharaon | 2) Mr. Wael G. Pharaon   |
| 3) Mr. Shuaib A. Malik  | 4) Mr. Sajid Nawaz       |
| 5) Mr. Abdus Sattar     | 6) Mr. Shamim Ahmad Khan |
| 7) Mr. Tariq Iqbal Khan |                          |

The retiring directors are eligible for re-election.

The statement of material facts under Section 166(3) of the Companies Act, 2017 is annexed to the notice.

2. To transact any other business with the permission of the Chairman.

Registered Office:  
POL House,  
Morgah, Rawalpindi.  
May 19, 2023

BY ORDER OF THE BOARD

  
Company Secretary

## NOTES:

### 1. Notice of intention by persons seeking to contest the election

Any person who is not ineligible to be appointed as a director under the Companies Act, 2017 and seeks to contest the election to the office of director shall whether he is a retiring director or otherwise, file with the Company, at its registered office address as given above not later than fourteen days before the date of the above said meeting his/her intention to offer himself/herself for the election as a director in terms of the Companies Act, 2017 together with:

- i. 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.
- ii. His/her folio No./CDC Investor Account No. / CDC Participant No./ Sub-Account No.
- iii. Consent to act as Director under: Companies Act, 2017 and Listed Companies (Code of Corporate Governance) Regulations, 2019.
- iv. Detailed profile along with address for placement on the Company's website, seven days prior to the date of election in terms of SRO 634 (1) 2014 of July 10, 2014.
- v. An attested copy of CNIC or Passport (in case of foreigner)
- vi. A declaration that he/she is not ineligible to become a director under Companies Act, 2017; Listed Companies (Code of Corporate Governance) Regulations, 2019; and PSX Regulations.

### 2. For appointing proxies

A member entitled to attend and vote at this meeting may appoint any other person as his/her proxy to attend and vote on his/her behalf. Duly completed proxy form and the power of attorney or other authority under which it is signed or notarially attested copy of the power of attorney must be deposited at least 48 hours before the time of meeting at the registered office of the Company.

- a) In case of Individual shareholders, having physical shares shall submit the proxy form as per following requirements:
  - i. Shareholder appointing proxy shall mention his/her folio number and detail as per share register of the Company.
  - ii. Signature of the shareholder should agree with the specimen signature registered with the Company.
  - iii. The proxy form shall be witnessed by two persons, whose names, addresses and CNIC numbers shall be mentioned on the form.
  - iv. Attested copies of the CNIC or the passport of beneficial owner, witnesses, proxy and a copy of CNIC of Officer attesting the CNICs shall be furnished with the proxy form.
  - v. Signature of witnesses and proxy should agree with their signatures on the CNICs.
- b) Members, who have deposited their shares into Central Depository Company of Pakistan Limited ("CDC") shall submit the proxy form as per following requirements:
  - i. In case of individuals, the account holder, and/or sub-account holders whose registration details are uploaded as per the CDC Regulations shall mention his/her Participant ID and account number mentioned in CDC.
  - ii. The proxy form shall be witnessed by two persons, whose names, addresses and CNIC numbers shall be mentioned on the form.

- iii Attested copies of the CNIC or the passport of beneficial owners, witnesses, proxy and a copy of CNIC of Officer attesting the CNICs shall be furnished with the proxy form.
  - iv Signature of beneficial owner, witnesses and proxy should agree with their signatures on the CNICs.
- c) In the case of corporate entity, following documents shall be furnished along with the proxy form:
- i. Board's resolution/Power of Attorney of appointing person, with specimen signatures of the person authorized to appoint proxy for representing the corporate entity in the meeting duly attested by the company secretary.
  - ii. The proxy form shall be witnessed by two persons, whose names, addresses and CNIC numbers shall be mentioned on the form.
  - iii Attested copies of the CNIC or the passport of person authorized to appoint proxy, witnesses, proxy and a copy of CNIC of Officer attesting the CNICs shall be furnished with the proxy form.
  - iv. Signature of proxy and witnesses should agree with their signature on the CNICs.
  - v. Copy of form 29 submitted for appointment of the company secretary duly verified by the registrar of companies.

### **3. Participation in the Extra Ordinary General Meeting (EOGM)**

- a) In case of Individual shareholder, having physical shares shall authenticate his/her identity by showing his/her original Computerized National Identity Card (CNIC) or original Passport.
- b) Individual Shareholders, who have deposited their shares into Central Depository Company of Pakistan Limited ("CDC") 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 Participant ID number and the account number at the time of attending the meeting.

### **4. Closure of share transfer books**

The share transfer books of the Company will remain closed and no transfer of shares will be accepted for registration from June 06, 2023 to June 12, 2023 (both days inclusive). Transfers received in order at the registered office of the Company by the close of business on June 05, 2023 will be treated in time.

### **5. Postal Ballot**

Pursuant to the Companies (Postal Ballot) Regulations, 2018, and also subject to Section 143 & 144 of the Companies Act, 2017, for the purpose of 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, members will be allowed to exercise their right to vote through postal ballot or through e-voting, in accordance with the requirements and procedure contained in the aforesaid Regulation.

Member are requested to update their details together with Name, Folio/ CDC Account No., E-mail address, contact number to the Share Registrar of the Company, M/s. CDC Share

Registrar Services Limited, CDC House, 99-B, Block B, S.M.C.H.S, Main Shahrah-c-Faisal, Karachi-74400 or at the Company's registered address i.e. POL House, Morgah, Rawalpindi.

**6. Consent for video conference facility.**

Pursuant to Section 134(1)(b) of the Companies Act, 2017, if the Company receives a request from member(s) holding an aggregate ten percent (10%) or more shareholding residing at another city, such member(s) may request a video conferencing facility for the purposes of participating in the meeting at such a location by sending a request to the Company at least 7 (seven) days prior to the date of meeting, the Company will arrange video conference facility in that city subject to the availability of such facility in that city.

Please submit the following form with the requisite information at the registered office of the Company.

<b><u>Consent for Video-link Facility</u></b>	
I/we _____ of _____ being a member of Pakistan Oilfields Limited, holding _____ ordinary shares as per register Folio/ CDC Account No. hereby opt for video conference facility at _____	
Name and Signature: _____	Date: _____

In the event that the request is made by members holding an aggregate ten percent (10%) or more Shareholding, then the Company will make appropriate arrangements and will intimate members regarding venue of video conference facility at least 5 days before the date of Extra-Ordinary General Meeting along with the complete information necessary to enable them to access such facility.

Member are requested to update their details together with Name, Folio/ CDC Account No., E-mail address, contact number to the Share Registrar of the Company, M/s. CDC Share Registrar Services Limited, CDC House, 99-B, Block B, S.M.C.H.S, Main Shahrah-c-Faisal, Karachi-74400 or at the Company's registered address i.e. POL House, Morgah, Rawalpindi.

**7. Statement of material facts under Section 166(3) of the Companies Act, 2017 in respect of Appointment of Independent Director**

Any person who is eligible under section 153 and meet the criteria under section 166(2) of the Companies Act, 2017, may submit nomination to be elected as independent director. However, it is noteworthy to mention here that independent director shall be elected in the same manner as other directors are elected in terms of section 159 of The Companies Act, 2017. Final list of contesting directors will be published in newspaper not later than seven (07) days before the date of said meeting in terms of section 159(4). Further, website of the Company will also be updated with the required information for each Director.

**8. Members are requested to promptly notify any change in their addresses.**