



DESCON OXYCHEM LIMITED NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is hereby given that an Extraordinary General Meeting of the members of Descon Oxychem Limited, will be held on Friday, February 28, 2020, at 10.00 a.m., at Descon Headquarters, 18-Km Ferozepur Road, Lahore, to transact the following business: -

Ordinary Business:

1. To confirm the minutes of the last Annual General Meeting of the Company held on October 15, 2019.
2. To elect seven Directors of the Company as fixed by the Board of Directors, in accordance with the provisions of Section 159 of the Companies Act, 2017 for a term of three years commencing from February 28, 2020 in place of the following retiring directors, who are also eligible for re-election: -
 1. Mr. Taimur Dawood
 2. Mr. Faisal Dawood
 3. Mr. Farooq Nazir
 4. Mr. Ali Asrar Hossain Aga
 5. Ms. Mehreen Dawood
 6. Mr. Haroon Waheed
 7. Mr. Asif Qadir
3. To transact any other business with the permission of the Chair.

By Order of the Board

Abdul Sohail
Company Secretary

Lahore
February 06, 2020

Notes: -

1. The share transfer books of the Company shall remain closed from 21-02-2020 to 28-02-2020 (both days inclusive) and no transfer of shares will be accepted for registration during this period. Transfer received in order at the office of Company Share Registrar M/s. Corplink (Pvt.) Limited, Wings Arcade, 1-K, Commercial, Model Town, Lahore after the close of business on February 20, 2020 the last working day before the start of book closure date will be considered in time to attend and vote at the Meeting.
2. A member eligible to attend and vote at this meeting is entitled to appoint another member as his / her proxy to attend and vote instead of him / her. A proxy must be a member of the Company. Proxies in order to be effective must be received at the registered office of the company not later than forty-eight (48) hours before the meeting.
3. Any person who seeks to contest the election of directors shall file with the Company at its registered office not later than fourteen days his/her intention to offer himself/herself for the election of the directors in terms of Section 159(3) of the Companies Act, 2017 along with (a) consent to act as director in Form 28, duly completed and signed by candidate; (b) a detailed profile along with office address for placement on the Company's website seven days prior to the date of election in term of SRO 25(1) 2012 of 16th January 2012; and (c) declarations in respect of being complaint with the requirements of the Listed Companies (Code of Corporate Governance) Regulations, 2019, and the eligibility criteria as set out in the Companies Act, 2017.
4. CDC Shareholders entitle to attend and vote at the meeting must bring his/her Participant ID and Account/Sub-account number along with original CNIC or Original passport to authenticate his/her identity. In case of Corporate entity, resolution of Board of Directors/Power of Attorney with specimen signature of the nominee shall be produced (Unless provided earlier) at the time of the meeting.

Descon Oxychem Limited:

Descon Headquarters, 18 KM, Lahore Sheikhpura Road, Lahore - 53000, Pakistan.

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5. For appointing the proxy; CDC shareholders shall submit the proxy form as per above requirements together with attested copy of CNIC or Passport of the beneficial owner and proxy. In case of Corporate entity, the Board of Directors' resolution/power of attorney, along with the specimen signature of the nominee, shall be submitted along with the proxy form to the Company. The proxy form shall be witnessed by two witnesses with their names, addresses, and CNIC numbers. The proxy shall produce his/her original CNIC or original Passport at the time of meeting.
6. Pursuant to the Companies (Postal Ballot) Regulation, 2018 for the purpose of election of directors, where in case number of contestants are more than the number of directors to be elected, members will be allowed to exercise their right of vote through postal ballot, that is voting by post in accordance with the requirements and procedures contained the aforesaid Regulations.
7. Pursuant to the provision of the section 132(2) of Companies Act, 2017 the shareholders residing in other cities and holding at least 10% of the total the paid up capital may demand the Company to provide the facility of video link for participation in the meeting. The demand for video link facility shall be received at Share Registrar address given hereinabove at least (ten) 10 days prior to the date of EOGM.
8. Members are requested to notify/submit the following information/documents, in case of book entry securities in CDC to their respective participants and in case of physical shares to the registrar of the Company by quoting their folio numbers and name of the Company at the above mentioned address, if one earlier notified/submitted:
 - a. Change in their address, if any.
 - b. Members, who have not yet submitted attested photocopy of their valid CNIC are requested to submit the same along with folio numbers at earliest, directly to the Company's Share Registrar M/s. Corplink (Pvt.) Limited, Wings Arcade, 1-K, Commercial, Model Town, Lahore.
9. For any query/information, members may contact the Company at registered office address mentioned above. Members may also visit website of the Company www.descon.com for notice information.

STATEMENT MADE UNDER SECTION 166(3) OF THE COMPANIES ACT, 2017 IN RESPECT OF APPOINTMENT OF INDEPENDENT DIRECTORS

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 pertinent 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 circulated not later than seven days before the date of the said meeting in term of section 159(4). Further, website of the company will also be updated with the required information for each contesting directors in term of note # 3 mentioned above.

No directors have direct or indirect interest in the above said business except as shareholders and that they may consent for election of directors accordingly.