



PAKISTAN ENGINEERING COMPANY LIMITED

NOTICE OF 70TH ANNUAL GENERAL MEETING

Notice is hereby given that the 70th Annual General Meeting (AGM) of Pakistan Engineering Company Limited (the "Company") will be held on Monday, February 17, 2025 at 11:00 AM at Hotel Four Points by Sheraton, 25-Egerton Road, Lahore and through video conferencing, to transact the following businesses:

Members are encouraged to attend the AGM through the electronic link facility managed by the Company (Please see the notes section for details).

ORDINARY BUSINESS:

- To confirm minutes of 30th Extra Ordinary General Meeting held on April 18, 2024.
- To receive, consider and adopt the Annual Audited Financial Statements of the Company for the year ended June 30, 2019, together with the Auditors' and Directors' Report thereon along with Chairman's Review Report.



<https://www.peco.com.pk/wp-content/uploads/2025/01/Annual-Report-2019.pdf>

- In May 2024, the Securities and Exchange Commission (SECP), under section 246(7) of the Companies Act, 2017, approved the appointment of the Company's auditors and their remuneration for the year ended June 30, 2019. Therefore, agenda for approval for appointment of auditors and their remuneration will not be part of business of this Annual General Meeting.

SPECIAL BUSINESS:

- To approve circulation of the Annual Audited Financial Statements (including Balance Sheet, Profit and Loss Account, Auditor's Report, Director's Report and other reports contained therein) to Members of the Company through QR enabled code and web link, by passing the following ordinary resolution with or without modification:
Resolved that, as allowed by the Securities and Exchange Commission of Pakistan vide S.R.O. 389(I)/2023 dated 21st March 2023, circulation of Annual Audited Financial Statements of the Company to Members through QR enabled code and web link instead of CD/DVD/USB be and is hereby approved.

ANY OTHER BUSINESS:

- To consider any other business with the permission of the Chair.

By Order of the Board
(Mian Anwar Aziz)
Company Secretary

Place: Lahore

Dated: January 27, 2025

Notes:

- Closure of Share Transfer Books**

The Share Transfer Books of the Company will remain closed from February 10, 2025 to February 17, 2025 (both days inclusive). Transfer requests on prescribed format, received at the office of 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-e-Faisal, Karachi-74400 on or before the close of business on February 07, 2025 will be treated 'in time' for the purpose of attending the AGM.

- Virtual Participation in the AGM Proceedings**

Shareholders interested in attending the AGM virtually are hereby advised to register themselves by sending an email along with following particulars and valid copy of both sides of their CNIC at cdcsr@cdcsrsl.com or WhatsApp 0321-8200864 with subject of 'Registration for AGM 2019 - PECO' not less than 48 hours before the time of the meeting:

Name of Shareholder	CNIC No.	Folio No./CDC Account No.	No. of Shares	Contact No.	Email Address

Electronic meeting link and login credentials will be shared with only those Members whose emails, containing all the required particulars, are received at the given email address by the end of business on Friday, February 14, 2025. The login facility shall remain open from 10:45 AM till the conclusion of the Meeting on February 17, 2025. The Shareholders can also provide their comments and questions for the agenda items of the AGM on the email address, corporate.affairs@peco.com.pk and WhatsApp Number +92 336 418 7010.

- Electronic transmission of Annual Report 2019:**

In compliance with section 223(6) of the Act, the Company has electronically transmitted the Annual Report 2019 through email to Shareholders whose email addresses are available with the Company's Share Registrar, M/s. CDC Share Registrar Services Limited. The printed notices of AGM, after insertion of the web link and QR enabled code for downloading the Annual Report, have been dispatched under S.R.O. 389 (I)/2023, dated March 21, 2023. The Financial Statements of the Company for the year ended June 30, 2019 along with reports have also been placed on the website of the Company.



<https://www.peco.com.pk/wp-content/uploads/2025/01/Annual-Report-2019.pdf>

However, the Company will provide hard copies of the Annual Report to any member on their demand, at their registered address, free of cost, within one week of receiving such request on specified consent letter/form which is available on the Company's website www.peco.com.pk

Further, Shareholders are requested to kindly provide their valid email address (along with a copy of valid CNIC) to the Company's Share Registrar, M/s. CDC Share Registrar Services Limited CDC House, 99-B, Block B, S.M.C.H.S., Main Shahrah-e-Faisal, Karachi-74400, if the Member hold shares in physical form or, to the Member's respective Participant/Investor Account Services, if shares are held in book entry form.

- Participation in the AGM**

A member entitled to attend and vote at the meeting may appoint another person as his/her proxy who shall have such rights as respects attending, speaking and voting at the meeting as are available to a member. A proxy need not be a member of the Company.

Procedure including the guidelines as laid down in Circular No. I - Reference No. 3 (5-A) Misc / ARO / LES / 96 dated January 26, 2000 issued by Securities & Exchange Commission of Pakistan:

- Members, proxies or nominees shall authenticate their identity by producing their original national identity card or original passport and folio numbers at the time of the meeting.
- In case of corporate entities, a resolution of the Board of Directors / power of attorney with specimen signature of the person nominated to represent and vote on behalf of the corporate entity and an attested copy of CNIC shall be submitted to the Company at the meeting or along with a completed proxy form. The proxy holders are required to produce their original valid CNICs or original passports at the time of the meeting.
- In order to be effective, the proxy forms must be received at the registered office of the company not later than 48 hours before the meeting, duly signed and stamped and witnessed by two persons with their names, address, CNIC numbers and signatures.
- In the case of individuals, attested copies of CNIC or passport of the beneficial owners and the proxy shall be furnished with the proxy form.

Guidelines for CDC Account Holders issued by SECP

CDC account holders will further have to follow the below mentioned guidelines as laid down by the Securities and Exchange Commission of Pakistan in this regard:

- For Attending the Meeting**
 - In case of individuals, the account holders or sub-account holders whose registration details are uploaded as per the Regulations shall authenticate his/her original valid CNIC or the original passport at the time of attending the meeting.
 - Members registered on CDC are also requested to bring their particulars, I.D. numbers and account numbers in CDS.
 - In case of corporate entity, the Board of Directors' resolution/power of attorney with specimen signature of the nominee shall be produced (unless it has been provided earlier) at the time of the meeting along with the proxy form to the Company.
- For Appointing Proxies**
 - In case of individuals, the account holders or sub-account holders whose registration details are uploaded as per the Regulations shall submit the proxy form as per above requirements.
 - Attested copies of valid CNIC or the passport of the beneficial owners and the proxy shall be furnished with the proxy form.
 - The proxy shall produce original valid CNIC or original passport at the time of the meeting.
 - In case of a corporate entity, the Board of Directors' resolution / power of attorney with specimen signature shall be submitted (unless it has been provided earlier) along with proxy form to the Company.
 - Proxy form will be witnessed by two persons whose names, addresses and valid CNIC numbers shall be mentioned on the form.

Members 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-e-Faisal, Karachi - 74400.

Polling on Special Business

The members are hereby notified that pursuant to Companies (Postal Ballot) Regulations, 2018 Securities & Exchange Commission of Pakistan has directed all the listed companies to provide the right to vote through electronic voting facility and voting by post to the members on all businesses classified as special business.

Accordingly, the shareholders of the Company will be allowed to exercise their right to vote through electronic voting facility or voting by post for the special business in the AGM to be held on Monday, February 27, 2025 at 11.00 a.m., in accordance with the requirements and subject to the conditions contained in the aforesaid Regulations. For the convenience of the shareholders, ballot paper is annexed to this notice and the same is also available on the Company's website at <https://www.peco.com.pk> for the purpose of being downloaded.

Procedure for E-Voting:

Details of the e-voting facility will be shared through an e-mail with those shareholders of the Company who have their valid CNIC numbers, cell numbers, and e-mail addresses available in the register of members of the Company by the close of business of February 07, 2025.

The web address, login details, will be communicated to members via email. The security codes will be communicated to members through SMS from web portal of CDC Share Registrar Services Limited (being the e-voting service provider).

Identity of the shareholders intending to cast vote through e-Voting shall be authenticated through electronic signature or authentication for login.

E-Voting lines will start from February 12, 2025 and shall close on February 16, 2025 at 5:00 p.m. Shareholders can cast their votes any time during this period. Once the vote on a resolution is casted, he / she shall not be allowed to change it, subsequently.

Procedure for Voting Through Postal Ballot:

The shareholders shall ensure that duly filled and signed ballot paper, along with copy of Computerized National Identity Card (CNIC), should reach the Chairman through post on the Company's address, 6/7-Sir Ganga Ram Trust Building, Shahrah-e-Quaid-e-Azam, Lahore by or email at corporate.affairs@peco.com.pk one day before the AGM on February 16, 2025, till 5:00 pm. The signature on the ballot paper shall match the signature on the CNIC.

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

AGENDA # 4

Circulation of Annual Audited Financial Statements through QR enabled code and web link

Through its Notification bearing No. S.R.O 389(I)/2023 dated March 21, 2023, subject to conditions mentioned therein, SECP has allowed circulation of Annual Audited Financial Statements by the companies to its members through QR enabled code and web link instead of CD/DVD/USB. In view of technological advancements and old technology becoming obsolete, Members are requested to authorize the same by approving the agenda.

However, if a shareholder, in addition, requests for complete financial statements with relevant documents in hard copy, the same shall be provided free of cost within seven days of receipt of such request. For convenience of shareholders, a "Standard Request Form for provision of Annual Audited Accounts" has also been made available on the Company's website (<http://www.peco.com.pk>).

POSTAL BALLOT PAPER

for voting through post for the Special Business at the 70th Annual General Meeting to be held on Monday, February 17, 2025, at 11:00 a.m. at the Hotel Four Points by Sheraton, 25 - Egerton Road, Lahore

UAN: +92 42 35120755-56 Website: <https://www.peco.com.pk>

Folio / CDS Account Number	
Name of Shareholder / Proxy Holder	
Registered Address	
Number of shares Held	
CNIC/Passport No. (in case of foreigner) (copy to be attached)	
Additional information and enclosures (in case of representative of body corporate, corporation, and federal Government)	
Name of Authorized Signatory	
CNIC/Passport No. (in case of foreigner) of Authorized Signatory (copy to be attached)	

Resolution for Agenda Item No. 4

To approve circulation of the Annual Audited Financial Statements (including Balance Sheet, Profit and Loss Account, Auditor's Report, Director's Report and other reports contained therein) to Members of the Company through QR enabled code and web link, by passing the following ordinary resolution with or without modification:

Resolved that, as allowed by the Securities and Exchange Commission of Pakistan vide S.R.O. 389(I)/2023 dated 21st March 2023, circulation of Annual Audited Financial Statements of the Company to Members through QR enabled code and web link instead of CD/DVD/USB be and is hereby approved.

INSTRUCTION FOR POLL

- Please indicate your vote by ticking (✓) the relevant box.
 - In case if both the boxes are marked as (✓), your poll shall be treated as "Rejected".
- I/we hereby exercise my/our vote in respect of the above resolution through ballot by conveying my/our assent or dissent to the resolution by placing tick (✓) mark in the appropriate box below;

Resolution	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
Resolution For Agenda Item No. 4		

- Duly filled ballot paper should be sent to the Chairman at 6/7-Sir Ganga Ram Trust Building, Shahrah-e-Quaid-e-Azam, Lahore by or email at corporate.affairs@peco.com.pk by or before February 16, 2025, till 5:00 pm.
- Copy of CNIC/ Passport (in case of foreigner) should be enclosed with the postal ballot form.
- Ballot paper should reach the Chairman within business hours by or before Sunday, February 16, 2025. Any postal ballot received after this date, will not be considered for voting.
- Signature on ballot paper should match with signature on CNIC/ Passport (In case of foreigner).
- Incomplete, unsigned, incorrect, defaced, torn, mutilated, over written poll paper will be rejected.
- In case of a representative of a body corporate, corporation or Federal Government, the Ballot Paper Form must be accompanied by a copy of the CNIC of an authorized person, an attested copy of Board Resolution, / Power of Attorney, / Authorization Letter etc., in accordance with Section(s) 138 or 139 of the Companies Act, 2017 as applicable.
- Ballot Paper form has also been placed on the website of the Company at: <https://www.peco.com.pk>. Members may download the Ballot Paper from the website or use an original/photocopy published in newspapers.

Shareholder / Proxy holder
Signature/Authorized Signatory
(In case of corporate entity, please affix stamp)

Date: _____

PAKISTAN ENGINEERING COMPANY LIMITED

A Company of State Engineering Corporation, Ministry of Industries & Production, Government of Pakistan.

6/7, Sir Ganga Ram Trust Building, Shahrah-e-Quaid-e-Azam, Lahore. Tel: 042-35120755, 0336-4187010, E-mail: info@peco.com.pk