



Byco Petroleum Pakistan Limited Notice of 23rd Annual General Meeting

Notice is hereby given that the 23rd Annual General Meeting of Byco Petroleum Pakistan Limited will be held on Thursday, 25th January 2018 at 9:00 am at the Moosa D. Desai Auditorium, ICAP, Clifton, Karachi to transact the following businesses:

ORDINARY BUSINESS

1. To confirm the minutes of the 22nd Annual General Meeting of the Company held on 26th October 2016.
2. To receive, consider and adopt the audited unconsolidated and consolidated financial statements for the financial year ended 30th June 2017, together with the Directors' and Auditors' reports thereon.
3. To re-appoint the auditors for the financial year 2017-18 and to fix their remuneration.

SPECIAL BUSINESS

1. Pursuant to the Companies (E-Voting) Regulations, 2016 (the "Regulations") members are entitled to vote electronically and for the purpose appoint a member as proxy.

Approval of the members is accordingly sought for amendment in the Company's Articles of Association in order to conform them, with the requirements of the Regulations, and to pass, if deemed appropriate, with or without modification, the following resolutions, as Special Resolutions:

"RESOLVED THAT as and by way of Special Resolution that:

- (i) Article 76 of the Articles of Association be deleted and replaced by the following new Article 76:
'76. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing, or, if the appointor is a corporation either under the common seal, or under the hand of an officer or attorney so authorised. No person shall act as a proxy unless he is a member of the Company, provided, however, that for E-Voting a non-member may also be appointed and act as proxy.'
- (ii) Article 78 of the Articles of Association be amended by deleting the first sentence thereof and replacing it with the following new sentence:
'78. An instrument appointing a proxy may be in the following form, or in the form specified for E-voting in Schedule II to the Companies (E-Voting) Regulations, 2016, or in any other form approved by the Directors.'

FURTHER RESOLVED THAT the Chief Executive Officer and the Company Secretary be and hereby are jointly and singularly authorised to do all such acts and take all such steps as may be necessary or desirable to give effect to the foregoing resolutions."

2. The Securities and Exchange Commission of Pakistan (SECP) has allowed companies to circulate the annual audited accounts to members via CD or DVD or USB at their registered addresses, subject to the conditions specified there for. Accordingly, consent of the members is sought for transmission of the annual audited accounts of the Company via CD or DVD or USB and to pass, if deemed appropriate, with or without modification, the following special resolutions:

"RESOLVED THAT the Company may transmit the annual audited accounts to the members via, email or other electronic and digital means or CD or DVD or USB instead of hard copies, as allowed by the Securities and Exchange Commission of Pakistan.

RESOLVED FURTHER THAT the Chief Executive Officer and the Company Secretary be and hereby are jointly and singularly authorised to do all such acts and take all such steps as may be necessary or desirable to give effect to the foregoing resolutions."

By Order of the Board

Majid Muqtadir 3rd January 2018
Company Secretary Karachi
A statement under Section 134(3) of the Companies Act, 2017 pertaining to the Special Business is annexed.

NOTES:

Closure of Share Transfer Books

The register of members and the share transfer books of the Company will remain closed from Thursday, 18th January 2018 until Thursday, 25th January 2018 (both days inclusive).

Participation in the Meeting

Only persons whose names appear in the register of members of the Company as on Wednesday, 17th January 2018, are entitled to attend, participate in, and vote at the Meeting. A member entitled to attend and vote may appoint another member as proxy to attend and vote on his/her behalf. Proxies must be received at the registered office of the Company not less than 48 hours before the time for holding the Meeting. A form of proxy is included in the Company's Annual Report.

Guidelines for CDC Account Holders

CDC account holders should comply with the following guidelines of the SECP:

For Attendance

- a) Individuals should be account holder(s) or sub-account holder(s) and their registration details should be uploaded according to CDC regulations and must establish their identity at the time of the Meeting by presenting their original Computerized National Identity Card (CNIC) or passport.
- b) Unless provided earlier, corporate entities must at the time of the Meeting produce a certified copy of a resolution of their Board of Directors or a Power of Attorney, bearing the specimen signature of the attorney.

For Appointing Proxies

- a) Individuals should be account holder(s) or sub-account holder(s) whose registration details should be uploaded according to CDC regulations and their proxy forms

must be submitted at the registered office of the Company not less than 48 hours before the time for holding the Meeting.

- b) The proxy form must be attested by two persons whose names, addresses and CNIC numbers must be specified therein.
- c) Attested copies of the CNIC or passport of the beneficial owner and the proxy must be provided along with the form of proxy.
- d) Proxies must at the time of the Meeting produce their original CNIC or passport.
- e) Unless provided earlier, corporate entities must at the time of the Meeting produce a certified copy of a resolution of their Board of Directors or a Power of Attorney, bearing the specimen signature of the attorney.

Dividend Bank Mandate

Members may authorize the Company to credit his/her future cash dividends directly into his/her bank account. Members who would like future cash dividends to be credited directly into their bank accounts should mark the 'YES' box below and provide the required information under signature to the Shares Registrar.

Yes No

Folio Number:	
Name of Shareholder:	
Title of the Bank Account:	
Bank Account Number (IBAN):	
Name of Bank:	
Name of Bank Branch and Address:	
Cellular Number of shareholder:	
Landline Number of shareholder:	
CNIC / NTN Number (Attach copy):	

Signature of Member

(Signature must match specimen signature registered with the Company)

Members holding shares in CDC accounts should update their bank mandates, if any, with the respective participants.

Intimation of Change of Address

Members holding share certificates should notify any change in their registered address and, if applicable, submit their non-deduction of zakat declaration form to the Shares Registrar.

Members holding shares in CDC / participant accounts should update their addresses and, if applicable, submit their non-deduction of zakat declaration form to the CDC or the respective participants / stockbrokers.

Submission of CNIC Copies

A list of members who have not submitted copies of their CNICs be viewed on the Company's website www.byco.com.pk.

Electronic Transmission of Financial Statements and Notice of AGM

Members who have provided email addresses in the required consent form will receive the Audited Financial Statements along with the notice of the Annual General Meeting by email.

Members who would like to receive the Annual Report by email should provide their email addresses to the Company Secretary. A consent form for receiving the Annual Report by email may be downloaded from the Company's website.

Video Conference Facility

Members can also avail video conference facility at Lahore and Islamabad. In this regard, please fill the requisite form (available on Company's website www.byco.com.pk) and submit to registered address of the Company 10 days before holding of the Annual General Meeting.

If the Company receives consent from members holding in aggregate 10% or more shareholding residing at a geographical location, to participate in the meeting through video conference at least 10 days prior to date of meeting, the Company will arrange video conference facility in the city subject to availability of such facility in that city.

The Company will intimate members regarding venue of video conference facility at least 5 days before the date of the Annual General Meeting along with complete information necessary to enable them to access the facility.

Statement under Section 134(3) of the Companies Act, 2017 pertaining to the Special Businesses

This statement sets forth the material facts concerning the special business listed hereinabove, to be transacted at the 23rd Annual General Meeting of the Company to be held on 25th January 2018.

Agenda Item 1:

To give the effect of the Companies (E-Voting) Regulations, 2016, the shareholders' approval is being sought to amend the articles of association of the Company to enable e-voting which will give the members option to be part of the decision making in the general meeting of the Company through electronic means.

Agenda Item 2:

In order to implement SECP directives with respect to transmission/circulation of annual audited accounts through CD/DVD/USB instead of hard copies, resolution is part of the notice for approval of shareholders to adopt the newly introduced mode of transmission.