

Corp/BOD/631
October 05, 2018

The General Manager
Pakistan Stock Exchange Limited
Stock Exchange Building
Stock Exchange Road
Karachi.

NOTICE OF 69TH ANNUAL GENERAL MEETING

Dear Sir

Enclosed please find a copy of notice of 69th Annual General Meeting to be held on Saturday, October 27, 2018 for circulation amongst the TREC certificate holders of the Company.

Thanking you,

Yours faithfully
For Pakistan Engineering Company Ltd.

Mian Anwar Aziz
Company Secretary

Encl. as above

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 69th Annual General Meeting of Pakistan Engineering Company Limited will be held at Hotel Ambassador, 7-Davis Road, Lahore, on Saturday, October 27, 2018 at 11.30 AM. to transact the following business:-

A) Ordinary Business

1. To confirm Minutes of 28th Extra Ordinary General Meeting held on April 9, 2018.
2. To receive, consider and adopt the Audited Accounts of the Company for the year ended June 30, 2018 together with the Auditors' and Directors' report thereon.
3. To appoint Company's auditors and to fix their remuneration. The board and the audit committee have recommended the appointment of M/s. EY Fordes Rohodes, Chartered Accountants as auditors of the Company in place of retiring auditors M/s Tariq Abdul Ghani Maqbool Chartered Accountants. Accordingly, the members are hereby given the notice as required under Section 246 (2) of the Companies Act, 2017 regarding appointment of an auditor other than the retiring auditors.

B) Special Business

4. To obtain consent of the shareholders in terms of S.R.O. 470(I)/2016 dated 31 May 2016 issued by Securities and Exchange Commission of Pakistan, for the transmission of the annual reports including annual audited accounts, notices of annual general meetings and other information contained therein of the Company either through CD or DVD or USB and to pass the following resolution as an Ordinary Resolution, with or without modification:

“Resolved that consent & approval of the members of Pakistan Engineering Company Limited (the “Company”) be and is hereby accorded for transmission of annual reports including annual audited accounts, notices of annual general meetings and other information contained therein of the Company to the members for future years commencing from the year ending on 30 June 2019 through CD or DVD or USB instead of transmitting the same in hard copies.

Resolved Further that Chief Executive Officer or Company Secretary of the Company be and is hereby authorized to do all acts, deeds and things, take or cause to be taken all necessary actions to comply with all legal formalities and requirements and file necessary documents as may be necessary or incidental for the purposes of implementing this resolution”

C) Other Business

5. To transact any other business with the permission of the Chair.

September 27, 2018

BY ORDER OF THE BOARD
(Mian Anwar Aziz)
Company Secretary

NOTES:

1. The Share Transfer Books of the Company shall remain closed from October 19, 2018 to October 27, 2018 (Both days inclusive) and no transfer will be registered during that time. Transfers received in order at the office of the Registrar of the Company, M/s. Central Depository Company

of Pakistan Limited (CDC), Mezzanine Floor, South Tower, LSE Plaza, 19- Khayban-e-Aiwan-e-Iqbal, Lahore at the close of business on October 18, 2018, will be treated in time.

2. A member entitled to attend and vote at this meeting is entitled to appoint any person as a proxy and vote on his / her behalf. Proxies in order to be effective must be received at the Registered Office of the Company not less than 48 hours before the time of the meeting.
3. Any individual Beneficial Owner of the Central Depository Company (CDC), entitled to vote at this meeting must bring his/her Computerized National Identity Card (CNIC) or passport (in case of foreigner) along-with CDC account number to prove his/her identity and in 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 purpose.
4. Members are requested to notify us immediately of any change in their registered address currently available with us.
5. The Registrar of the Company is, M/s. Central Depository Company of Pakistan Limited, Lahore.
6. Members who have not yet submitted photocopy of their Computerized National Identity Cards (CNIC) to the Company are requested to send the same by mail or fax at the earliest.

Unclaimed / Unpaid Shares and Dividends

In accordance with the provisions of Section 244 of the Act, any shares issued or dividend declared by the Company, which remain unclaimed or unpaid for a period of three years from the date it is due and payable, the Company shall give ninety days notices to the shareholders to file claim, if no claim is made before the Company by the shareholders, the Company shall proceed to deposit the unclaimed or unpaid Shares/Dividends with the Federal Government in compliance with the Section 244 of the Act.

In this regard, a Notice was sent by Registered AD due on the last known addresses of the shareholders to submit their claims within 90 days to the Company. In compliance of Section 244(1)(b) of the Act a Final Notice had also been published on September 19, 2018 in two daily newspapers i.e. (i) Business Recorder and (ii) Daily Dunya in English and Urdu respectively.

In case no claim is received within the given period from the aforesaid Notice, the Company shall proceed to deposit the unclaimed/unpaid amount with the Federal Government Pursuant to the provision of sub-section (2) of section 244 of the Act.

Transmission of Annual Financial Statements through E-Mail:

SECP vide SRO 787(1)/2014 dated September 8, 2014 has provided an option to receive audited financial statements electronically through email. Hence, members who hold shares in physical form and are interested in receiving the annual reports electronically in future are required to submit their e-mail addresses and consent for electronic transmission to the Shares Registrar of the Company. CDC shareholders are requested to submit their email address and consent directly to their broker (Participant)/CDC Investor Account Services.

In compliance with SECP notification No. 634(1)/2014 dated July 10, 2014, the audited financial statements and reports of the Company for year ended June 30, 2018 are being placed on the Company's website: www.peco.com.pk for the information and review of shareholders.

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 10 (ten) 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. To avail such facility, please submit the following form with the requisite information at the registered office of the Company:

Pakistan Engineering Company Limited

I/we _____ of _____ being a member of Pakistan Engineering Company Limited, holding _____ ordinary shares as per register Folio/ CDC Account No. _____ hereby opt for video conference facility at _____.

Name and signature Date

The Company will intimate members regarding venue of video conference facility at least 7 days before the date of General Meeting along with complete information necessary to enable them to access such facility.

Statement under Section 134 (3) of the Companies Act 2017

Circulations of Annual Reports through CD/DVD/USB

Securities and Exchange Commission of Pakistan has vide S.R.O 470(I)/2016 dated 31 May 2016 allowed the companies to circulate the annual reports including annual audited accounts, notices of annual general meetings and other information contained therein of the Company to its members through CD/DVD/USB subject to consent of the shareholders in the general meeting. This will save time and expenses incurred on printing of the annual report.

The Directors of the Company in their meeting held on September 27, 2018 has recommended the transmission of Annual Audited Accounts to the members at their registered addresses instead of Hard copies, however, the Company shall supply the hard copies of the aforesaid document to the shareholders on demand, free of cost, within one week of such demand. After approval of the shareholders, the Company will place a Standard Request Form on its website to communicate their need of hard copies of the documents along with postal and email address of the Company Secretary/Share Registrar to whom such requests shall be made.

The directors are not interested, directly or indirectly, in the above business except to the extent of their investment as has been detailed in the pattern of shareholding annexed to the Directors Report.

STANDARD REQUEST FORM
Circulation of Annual Audited Accounts

Company Secretary,
Pakistan Engineering Company Ltd.
6/7 Sir Ganga Ram Trust Building,
The Mall, Lahore
Email: info@peco.com.pk

Request for Hard Copy of Annual Report of Pakistan Engineering Company Limited.

As notified by the Securities and Exchange Commission of Pakistan (SECP) vide S.R.O. 470(I)/2016 dated May 21, 2016 and approved by the Shareholders in the Annual General Meeting of the Company held on October 27, 2018, the Company shall circulate its annual balance sheet, and profit and loss account, auditor's report and directors report etc. ("Annual Audited Accounts") to its members through CD/DVD/USB at their registered addresses, save for those who opt for a hardcopy of the Annual Audited Accounts by filling out the details below and sending it to the Company's share registrar and Company Secretary.

I, _____ S/o, D/o, W/o _____ being a registered shareholder of Pakistan Engineering Company Ltd. with the particulars as mentioned below would request that my name be added to the list of Shareholders of the Company who opt for delivery of a hardcopy of the Annual Audited Accounts of the Company and hereby request you send to me the Annual Audited Accounts in hard copy form at my registered address as contained in the member register instead of providing the same through CD/DVD/USB.

Particulars	
Name of Shareholder	
Folio #/CDC id #	
CNIC/NICOP/Passport#	
Mobile Number	
Land Line Number	

Yours Truly,

Shareholder's Signature

In case a member prefers to receive hard copies for all the future annual audited accounts, then such preference shall be communicated to the company in writing.