

# DYNEA PAKISTAN LIMITED

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## NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is hereby given that the Extraordinary General Meeting ("EOGM") of Dynea Pakistan Limited ("Company") will be held on Tuesday, June 28, 2022 at 11:00 am at the Auditorium of Institute of Chartered Accountants of Pakistan, Chartered Accountants Avenue, Clifton, Karachi to transact the following business:

### ORDINARY BUSINESS

- To elect 7 (seven) Directors of the Company as fixed by the Board of Directors in accordance with the provision of Section 159 of the Companies Act, 2017 ("the Act") for a term of three years commencing from June 29, 2022. The retiring Directors are as under and are eligible for re-election.
  - 1. Dr. Donald John Jenkin**
  - 2. Ms. Anam Fatima Khan**
  - 3. Mr. Ameen Mohammad Bandukda**
  - 4. Mr. Andalib Alavi**
  - 5. Mr. Adnan Afridi**
  - 6. Mr. Tariq Ahmed**
  - 7. Mr. Shabbir Abbas**
- To transact any other business with the permission of the Chair.

By Order of the Board

Karachi.  
May 30, 2022

**Mujtaba Hassan Ghanchi**  
Company Secretary

### NOTES

#### 1. Book Closure

The share transfer book of the Company will remain closed from June 22, 2022 to June 28, 2022 (both days inclusive) for determining voting rights. Transfers received at M/s. FAMCO Associates (Pvt) Limited, 8-F, Next to Hotel Faran, Nursery, Block-6, P.E.C.H.S., Shahrah-e-Faisal, Karachi. Tel: 0092-21-34380101-5, 34384621-3 (Ext-103) Fax: 0092-21-34380106, the Share Registrar of the Company by the close of business on June 21, 2022 will be treated in time to attend the meeting.

#### 2. Election of Directors

- The term of the office of the present Board of the Company will expire on June 29, 2022. In terms of Section 159(1) of the Act, the Board has fixed the number of Directors at 7 (seven) through a resolution passed in the meeting of Board held on April 27, 2022, to be elected in EOGM of the Company for a period of next 3 (three) years.
- Any person who is desirous to contest the election of Director shall file with the Company a notice of his/her intention to offer himself/herself for election as a Director under Section 159(3) of the Act, alongwith the consent to act as a Director in Form-28 under Section 167 of the Act and a detailed profile alongwith office address, for placement onto the Company's website, in terms of SRO 1196(I)/2019 dated October 3, 2019 issued by Securities and Exchange Commission of Pakistan ("SECP"), not later than 14 (fourteen) days before the EOGM.  
Furthermore, Declarations be provided, confirming being compliant with the requirements of the Listed Companies (Code of Corporate Governance) Regulations, 2019 ("the Code") and the eligibility criteria, for a director under Section 153 of the Act.
- A director must be a member of the Company at the time of filing his/her consent for contesting election of directors except a person representing a member, which is not a natural person.
- The selection of Independent Directors will be complied with the requirements of Section 166 of the Act and Regulation 6 of the Code.
- The final list of contesting Directors will be circulated not later than 7 (seven) days before the date of the EOGM, in terms of Section 159(4) of the Act, Further, the website of the Company will also be updated with required information.
- A copy of the relevant documents may be obtained from the office of the Company Secretary of the Company or may be downloaded from the website of Securities and Exchange Commission of Pakistan (SECP).

#### 3. A. Attending the Meeting

- In case of individuals, the account holder or sub-account holder and/or the person whose securities and registration details as uploaded as per the Regulations, shall authenticate their identity by showing their original Computerized National Identity Card ("CNIC") or original passport at the time of attending the meeting.
- In case of a corporate entity, the Board of the Director's resolution/power of attorney with specimen signature of the nominee shall be produced at the time of the meeting.

#### B. Appointment of Proxy

A member entitled to attend and vote at the above meeting may appoint a Proxy to attend, speak and vote on his behalf at the meeting. Instrument appointing a proxy must be deposited at the Registered Office of the Company at least 48 (forty-eight) hours before the time of the meeting, alongwith attested copy of CNIC and a recent photograph of the shareholder appointed as Proxy. For the convenience of shareholders, proxy forms (both in English and Urdu) are available on the company's website [www.dynea.com.pk](http://www.dynea.com.pk)

In the case of corporate entity, the Board of Directors' resolution/power of attorney with specimen signature of the nominee shall be provided at least 48 (forty-eight) hours before the meeting. The individual members or representatives of corporate members of the Company in CDC must bring original CNIC or Passport and CDC Account and Participant ID Numbers to prove identity and verification at the time of the meeting.

CDC Account Holders will further have to follow the guidelines as laid down in Circular No.1 dated January 26, 2000 issued by the Securities and Exchange Commission of Pakistan.

#### C. Postal Ballot

Pursuant to Companies (Postal Ballot) Regulations, 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 to vote through postal ballot, that is voting by post or through any electric mode, in accordance with the requirements and procedure contained in the aforesaid regulations.

#### D. Virtual Participation in the EOGM Proceedings

Shareholders interested in attending the EOGM virtually are hereby advised to get themselves registered by the company by providing the following information through email at [egm2022@dynea.com.pk](mailto:egm2022@dynea.com.pk)

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

Online 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 05:00 pm on Monday, June 27, 2022. The login facility shall remain open from 10:45 am till the end of the meeting.

#### E. Consent for Video Conference Facility

Pursuant to Section 132(2) of the Companies Act, 2017, members may avail video conference facility for this EOGM, provided the Company receives consent from the members residing in a city holding aggregate 10% or more shareholding at least 7 days prior to the date of the meeting.

In this regard, please send a duly signed request as per the following format at the Registered Office of the Company within prescribed timeline:

I/ We, _____ of _____ being a member of Dynea Pakistan Limited holder of _____ Ordinary Share(s) as per Register Folio No. _____ hereby opt for video conference facility at _____.
_____ Signature of member

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

#### F. Unclaimed Dividends and Share Certificates

The Company has previously discharged responsibility under Section 244 of the Companies Act, 2017, whereby the Company approached shareholders to claim their unclaimed dividends and undelivered share certificates in accordance with the law.

Any Shareholders whose dividends and share certificates are still unclaimed/undelivered, are hereby once again requested to approach the Company with all necessary details immediately, to claim their outstanding dividend amounts and/or undelivered share certificates. In case no claim is received, the Company shall proceed to comply in accordance with the applicable law.

#### G. Conversion of Physical Shares into Book-Entry Form

As per Section 72 of the Act, all listed companies are required to replace shares issued by them in physical form to book-entry form within four years of the promulgation of the Act.

Accordingly, all shareholders of Dynea Pakistan Limited having physical folios/share certificates are requested to convert their shares into book-entry form at the earliest. Maintaining shares in book-entry form will make the process of share handling more efficient and risk free and will facilitate shareholders in the safe custody of shares. Shareholders may contact the Company or Share Registrar, M/s. FAMCO Associates (Pvt) Limited for the conversion of physical shares into book-entry form.

#### H. Submission of Copies of CNIC not Provided Earlier

Individual Shareholders are once again reminded to submit a copy of their valid CNIC, if not provided earlier to the Company's Share Registrar, in case of non-availability of a valid copy of Shareholders' CNIC in the records of the Company, the Company shall withhold the Dividend under the provisions of Section 243 of the Act.

#### I. Change of Address

The Shareholders are requested to immediately notify the change in their mailing address, if any, to the Company's Share Registrar.

#### J. Website

The Notice of Extraordinary General Meeting has been placed on the Company's website [www.dynea.com.pk](http://www.dynea.com.pk) in addition to its dispatch to the shareholders.

### Statement of Material Facts under Section 166(3) of the Companies Act, 2017 in respect of Election of Directors

Independent Directors will be elected through the process of election of directors in terms of Section 159 of the Act, and they meet the criteria laid down under Section 166(2) of the Act and shall be listed on the data bank of Independent Directors maintained by Pakistan Institute of Corporate Governance. Further their selection shall be made due to their respective core competencies, diversity, skill, knowledge and experience.

The present directors are interested to the extent that they are eligible for re-election as directors of the Company.