

**TRI-PACK FILMS LIMITED**  
**NOTICE OF EXTRAORDINARY GENERAL MEETING**

NOTICE is hereby given that an Extraordinary General Meeting (**EOGM**) of the members of Tri-Pack Films Limited (the “**Company**”) will be held on Monday, 4 October, 2021 at 10:30 A.M. via Zoom video conferencing facility to transact the following businesses:

**ORDINARY BUSINESS:**

1. To confirm the minutes of the 29<sup>th</sup> Annual General Meeting of the Company held on 14 April 2021.
2. To elect seven (7) directors as fixed by the Board under section 159(1) of the Companies Act, 2017 in accordance with the provisions of the said Act for a period of three years commencing 5 October 2021. The names of the retiring directors are Mr. Asif Qadir, Syed Babar Ali, Syed Hyder Ali, Mr. Khurram Raza Bakhtayari, Ms. Nermeen Towfiq Chinoy, Mr. Saquib Hussain Shirazi, Mr. Yohei Shiimoto and Mr. Yukio Hayasawa. The retiring Directors are eligible for re-election.

(A Statement of Material Facts required under Section 166 (3) of the Companies Act, 2017 for the purpose of electing independent directors is attached to this Notice)

By Order of the Board

Karachi  
09 September 2021

Arjumand Ahmed Shah  
Company Secretary

**Notes:**

1. Any person who seeks to contest the election of directors shall, whether he is a retiring director or otherwise, file with the Company a notice of his/her intention to offer himself/herself for election as a director in terms of Section 159 (3) of the Companies Act, 2017 fourteen (14) days before the date of the Meeting along with the following documents:
  - i. Consent to act as director on Form 28 under section 167 of the Companies Act, 2017.
  - ii. A detailed profile along with his/her office address as required under SRO 634(1)/2014 dated 10 July 2014 issued by the Securities and Exchange Commission of Pakistan (“SECP”) for placement on the Company’s website.
  - iii. Declarations confirming that:
    - He/she is aware of the duties of the directors under the Companies Act, 2017, the Memorandum and Articles of Association of the Company and Listing Regulations of the Pakistan Stock Exchange.
    - He/she is compliant 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.
    - He/she is not serving as Director in more than seven (7) listed companies simultaneously, provided that this limit shall not include directorship in the listed subsidiaries of a listed holding company.

2. The Share Transfer Books of the Company will remain closed from 27 September 2021 to 04 October 2021 (both days inclusive).
3. A member eligible to attend and vote at the meeting may appoint another person as his proxy to attend, vote and speak at the meeting instead of him/her. A proxy need not be a member of the Company. The proxy forms duly completed and signed by the member appointing the proxy must be deposited with the Company's Share Registrar, FAMCO Associates (Private) Limited, 8F, Next to Hotel Faran, Nursery Block 6, P.E.C.H.S., Sharah-e-Faisal, Karachi, no later than forty-eight (48) hours before the time selected for the meeting. The Form of Proxy is attached with this notice.
4. Shareholders (Non-CDC) are requested to promptly notify the Company's share registrar of any change in their addresses.
5. Further, in compliance with SECP's circular No. 6 of 2021 dated March 03, 2021 keeping in view the recent spike in number of Covid 19 cases and to ensure the health and safety of our Shareholders the Company intends to convene this EOGM virtually via video conference facility while ensuring compliance with the quorum requirements and requests of the Members to consolidate their attendance and voting at the EOGM through proxies.
6. Members are required to email their Name, Folio Number and Number of Shares held in their name with subject 'Registration for EOGM' at [nisar.ahmed@packages.com.pk](mailto:nisar.ahmed@packages.com.pk). Video-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 or before 3:00 P.M. on 01 October 2021.
7. Members can exercise their right to demand a poll subject to meeting requirements of Sections 143 - 145 of the Companies Act, 2017 and applicable clauses of Companies (Postal Ballot) Regulations, 2018.
8. Members who have not yet submitted photocopy of their Computerized National Identity Cards to the Company are requested to send the same at the earliest.

**Tri-Pack Films Limited**

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

**Item No. 2 of the Notice  
Election of Directors**

Pursuant to Section 166 (3) of the Companies Act, 2017, Independent Directors will be elected through the process of election of directors in terms of Section 159 of the Companies Act, 2017. Independent Directors shall meet the criteria laid down under Section 166(2) of the said Act.

The names of Mr. Saquib Shirazi and Ms. Nermeen Towfiq Chinoy are proposed as Independent Directors, for the reason that both meet the criteria of independence set out in Section 166 (2) of the Companies Act, 2017 and are listed on the databank of Independent Directors maintained by the Pakistan Institute of Corporate Governance duly authorized by the SECP under Section 166 (1) of the said Act. Further, their selection has been made due to their respective competencies, skill, knowledge and experience.