



CENTURY PAPER & BOARD MILLS LIMITED

LAKSON SQUARE, BUILDING NO.2, SARWAR SHAHEED ROAD, KARACHI-74200, PAKISTAN

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting of **CENTURY PAPER & BOARD MILLS LIMITED** will be held on Tuesday, 17 July 2018 at 10:30 a.m. at Avari Towers Hotel, Fatima Jinnah Road, Karachi to transact the following business:

To elect eight (8) Directors of the Company, as fixed by the Board, for a term of three (3) years commencing from 17 July 2018 in accordance with the provisions of the Companies Act, 2017. The following Directors are retiring and are eligible for re-election:

Messrs Iqbal Ali Lakhani, Amin Mohammed Lakhani, Anushka Zulfiqar Lakhani, Tasleemuddin Ahmed Batlay, Shahid Ahmed Khan, Aftab Ahmad, Kemal Shoaib and Engr. M. Abdul Jabbar (Nominee NIT).

By Order of the Board

(**MANSOOR AHMED**)
Company Secretary

Karachi : 20 June 2018

NOTES:

1. The share transfer books of the Company will remain closed from 11 July 2018 to 17 July 2018 (both days inclusive). Transfers received in order by the Shares Registrar of the Company M/s. FAMCO Associates (Private) Limited, 8-F, Near Hotel Faran, Nursery, Block-6, P.E.C.H.S., Shakra-e-Faisal, Karachi upto the close of business on 10 July 2018 will be considered in time for the purpose of attendance at the Extraordinary General Meeting for election of Directors.
2. A member who has deposited his/her shares into Central Depository Company of Pakistan Limited, must bring his/her participant's ID number and account/sub-account number alongwith original Computerized National Identity Card (CNIC) or original Passport at the time of attending the meeting.
3. A member entitled to attend and vote at the Extraordinary General Meeting may appoint another member as his/her proxy to attend, speak and vote instead of him/her.
4. Forms of proxy to be valid must be properly filled in/executed and received by the Company at its Registered Office at Lakson Square, Building No.2, Sarwar Shaheed Road, Karachi not later than 48 hours before the time of the meeting.
5. Members holding shares in physical certificate form are requested to notify the Shares Registrar of the Company promptly of any change in their addresses. Whereas members holding shares in electronic form must notify change in address to their Participant/CDC IAS.
6. Members who have not yet submitted photocopy of their Computerized National Identity Card (CNIC) are requested to send the same to our Shares Registrar at the earliest.

7. Members can also avail video conference facility, in this regard, please fill the following and submit to registered address of the Company 10 days before holding of the Extraordinary 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, the Company will arrange video conference facility in the city subject to availability of such facility in that city.

"I/We, _____ of _____, being a member of Century Paper & Board Mills Limited, holder of _____ ordinary share(s) as per Registered Folio No. _____ hereby opt for video conference facility at _____."

8. Any person who seeks to contest the election of directors shall file with the Company at its registered office not later than fourteen days his/her intention to offer himself/herself for the election of the directors in terms of Section 159(3) of the Companies Act, 2017 along with (a) consent to act as director in Form 28, duly completed and signed by the candidate; (b) a detailed profile along with office address for placement on the Company's website seven days prior to the date of election in terms of SRO25(1) 2012 of 16 January 2012; and (c) declarations in respect of being compliant with the requirements of the Listed Companies (Code of Corporate Governance) Regulation, 2017 and the eligibility criteria as set out in the Companies Act, 2017;

**STATEMENT UNDER SECTION 166(3) OF THE COMPANIES
ACT, 2017 IN RESPECT OF ELECTION OF DIRECTORS**

Independent Director will be elected through the process of election of directors in terms of Section 159 of the Act and they shall meet the criteria laid down under Section 166(2) of the Act.

9. In accordance with Companies (Postal Ballot) Regulations, 2018, members can also cast their votes through postal ballot. In this regard, the Company will publish the requisite ballot paper in newspapers together with its placement on Company's website, it required, at least seven (7) days before the election of directors.
10. Form of proxy is enclosed herewith.