



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 Friday, July 16, 2021 at 03:30 p.m. at the Registered office of the Company at Lakson Square Building No.2, Sarwar Shaheed Road, Karachi through Video Conferencing to transact the following business:

To elect seven (07) Directors of the Company, as fixed by the Board, for a term of three (3) years commencing from July 17, 2021 in accordance with Section 159 of the Companies Act, 2017. The following Directors are retiring and are eligible for re-election:

Messrs Iqbal Ali Lakhani, Amin Mohammed Lakhani, Anushka Lakhani, Tasleemuddin Ahmed Batlay, Shahid Ahmed Khan, Aftab Ahmad, Ali Aamir, Asif Qadir.

By Order of the Board


(**MANSOOR AHMED**)
Company Secretary

Karachi : June 14, 2021

NOTES:

1. The share transfer books of the Company will remain closed from July 10, 2021 to July 16, 2021 (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 up to the close of business on July 09, 2021 will be treated in time for purpose of attending the Extraordinary General Meeting.
2. In view of the prevailing pandemic COVID-19 situation and in line with the directions issued to listed companies by the Securities & Exchange Commission of Pakistan, vide its Circular No.4 of 2021 dated February 15, 2021 and subsequent Circular No.6 of 2021 dated March 03, 2021, the Company has decided to hold Extraordinary General Meeting (EOGM) through electronic means.

Special arrangement for attending the EOGM through electronic means will be as under:

- a. EOGM will be held through Zoom application - a video link facility.
- b. Shareholders interested in attending the EOGM through Zoom application are hereby requested to get themselves registered with the Company Secretary office by sending an e-mail with subject: "Registration for Century Paper EOGM" at the earliest but not later than Tuesday, July 13, 2021 on E-mail: mansoor-ahmed@centurypaper.com.pk, alongwith a valid copy of both sides of CNIC.

Shareholders are advised to mention their Name, Folio/CDC Account Number, CNIC Number, Valid email address and cell number.

Upon receipt of the above information from the interested shareholders, the Company will send the login credentials at their e-mail address. On the date of EOGM, shareholders will be able to login and participate in the EOGM proceedings through their smartphone/computer devices.

Shareholders can also provide their comments/suggestions for the proposed agenda item of the EOGM on above email or Whatsapp: 0315-5008228.

3. Any person who seeks to contest the election to the office of a Director, whether he/she is a retiring director or otherwise, shall file the following documents with the Company Secretary, at the Registered Office of the Company, situated at Lakson Square, Building No.2, Sarwar Shaheed Road, Karachi not later than 14 days before the date of the Extraordinary General Meeting:

- a) Notice of his/her intention to offer him/her self for the election to the office of Director in terms of Section 159(3) of the Companies Act, 2017;
- b) Consent to Act as Director in Form-28, as prescribed under the Companies (General Provisions and Forms) Regulations, 2018;
- c) A detailed profile along with his/her office address;
- d) Declaration in respect of being compliant with the requirements of the Listed Companies (Code of Corporate Governance) Regulations, 2019 and the eligibility criteria, as set out in Section 153 of the Companies Act, 2017 to act as director or an independent director of a listed company;
- e) Attested copy of valid CNIC and NTN;
- f) Independent Director(s) 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 in Section 166 of the Act, and the Companies (Manner and Selection of Independent Directors) Regulations, 2018, accordingly the following additional documents are to be submitted by the candidates intending to contest election of directors as an independent director:
 - Declaration by Independent Director(s) under Clause 6(3) of the Listed Companies (Code of Corporate Governance) Regulations, 2019;
 - Undertaking on non-judicial stamp paper that he/she meets the requirements of sub-regulation (1) of Regulation 4 of the Companies (Manner and Selection of Independent Directors) Regulations, 2018.

The final list of contesting directors will be circulated not later than seven days before the date of said meeting, in terms of section 159(4). Further, the website of the Company will also be updated with the required information.

4. 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, and a proxy so appointed shall have such rights, as respects attending, speaking and voting at the meeting as are available to a member.
5. Form of proxy, in order to be valid must be properly filled-in/executed and received at the registered office of the Company, situated at Lakson Square, Building No.2, Sarwar Shaheed Road, Karachi not later than 48 hours before the time of the meeting.
6. Members holding shares in physical form are requested to promptly notify Shares Registrar of the Company of any change in their addresses. Shareholders maintaining their shares in electronic form should have their addresses updated with their participant or CDC Investor Accounts Service.
7. 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 in accordance with the requirements and procedures contained in the aforesaid Regulations.
8. Form of Proxy is enclosed and is also placed at the Website of the Company, www.centurypaper.com.pk.

Statement of material facts concerning special business pursuant to section 134 of the Companies Act, 2017

The Company is required to have independent directors on its Board in accordance with the requirements of the Listed Companies (Code of Corporate Governance) Regulations, 2019. The Company shall ensure that its election of independent directors comply with the requirements of Sections 159 and 166 (2) of the Companies Act, 2017.

Core competencies, diversity, skill set, knowledge and experience of the election contestants shall also be considered during the finalization of independent Directors.