



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

Ref: IL-PSX/22/223

Dated: December 8, 2022

SUBJECT: NOTICE OF EXTRAORDINARY GENERAL MEETING
(PRIOR TO PUBLICATION)

Dear Sir,

Enclosed please find a copy of the Notice of Extraordinary General Meeting Prior to Publication under PSX Regulation No. 5.6.9 (b) scheduled to be held on Saturday, December 31, 2022.

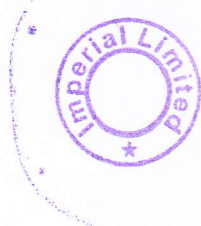
You may please inform the TRE Certificate Holders of the Exchange accordingly.

Thanking you,

Yours Truly,
For and on behalf of
Imperial Limited



Company Secretary



Encl: As Above

CC: Executive Director/HOD
Offsite-II Department, Supervision Division,
Securities & Exchange Commission of Pakistan,
63, NIC Building,
Jinnah Avenue,
Blue Area,
ISLAMABAD.

IMPERIAL LIMITED
NOTICE OF EXTRA ORDINARY GENERAL MEETING

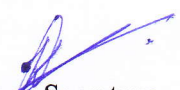
Notice is hereby given that an Extraordinary General Meeting of the shareholders of Imperial Limited will be held on December 31, 2022 at 10:00 a.m. at Ismail Aiwan-e-Science Building, 205-Ferozepur Road, Lahore to transact the following business:

1. To confirm the minutes of last Annual General Meeting held on October 28, 2022.
2. To elect seven directors as fixed by the Board of Directors under section 159(1) of the Companies Act, 2017 for a period of three years commencing from December 31, 2022. The names of retiring directors are as under:

Mr. Waqar Ibn Zahoor Bandey
Mr. Naveed M. Sheikh
Mr. Ibrahim Naveed Sheikh
Mr. Muhammad Tariq
Mr. Shahzad ullah Khan
Mr. Najam Faiz
Mrs. Fakhra Chaudhry

3. Any other business with the permission of Chairman.

By Order of the Board


Company Secretary



Lahore
December 10, 2022

NOTES:

1. Pursuant to the instructions of Securities and Exchange Commission of Pakistan (SECP) facility of online meeting through Zoom Platform is also available for shareholders to attend/participate in Extra Ordinary General Meeting to avoid the public gathering in order to protect the health of valued shareholders' and their well-being. To attend the Extra Ordinary General Meeting through video link, members and proxies are requested to register their particulars such as Name, CNIC Number, Folio/CDC Account Number, Cell Number and eMail Address by sending an e-mail at cs@imperiallimited.co at earliest but not later than 48 hours before the Meeting time with legible copy of valid CNIC/Passport.

The video link and login credentials will be shared with the shareholders whose e-mails, containing all the requested particulars, are received in time as mentioned above. The shareholders are also encouraged to send their comments / suggestions, related to the agenda items of the Extra Ordinary General Meeting on the above-mentioned e-mail address.

2. The Share Transfer Books of the Company will remain closed from December 23, 2022 to December 31, 2022 (both days inclusive).
3. Any member whether majority shareholder or a minority shareholder being eligible seeks to contest election shall file his/her intention with the company not later than fourteen days before the date of election the following documents:

- Notice of his/her intention to offer himself/herself for election as director in terms of Section 159(3) of the Companies Act, 2017.
- Consent to Act as director on Form-28 required under Section 167 of the Companies Act, 2017 along-with copy of CNIC, passport, NTN
- A detailed profile of the Candidate including his office address as required under SECP's SRO 1196(1)/2019 dated October 03, 2019
- A declaration confirming that:

- He/she is not ineligible to become a director of the Company under any applicable laws and regulations;
- Neither he/she nor his/her spouse is engaged in the business of brokerage or is a sponsor director or officer of a corporate brokerage house;
- His/her name is borne in the register of national tax payers (except where he/she is a non-resident);
- He/she has not been convicted by a court of competent jurisdiction as defaulter in payment of any loan to a banking company, a development financial institution or a non-banking financial institution.
- He/she is not serving as a director in more than seven listed companies simultaneously
- He/she is aware of the duties, liabilities and powers of Director under the Companies Act, 2017, the Securities Act, 2015, Code of Corporate Governance, Regulations 2019, Memorandum and Articles of Association of the Company and all other applicable laws/rules/regulations/codes etc.

4. A member entitled to attend and vote at the meeting may appoint another member as his/her proxy to attend and vote on his/her behalf. The proxy, in order to be effective, must be received at the registered office of the Company duly filled and signed not later than 48 hours before the meeting.
5. The members or the proxy holder(s) are requested to bring their Folio / Account details (participant ID and sub-account) and original CNIC for identification purpose at the time of meeting. In case of corporate entity, Board of Director's Resolution or power of attorney with specimen signatures of the nominee should be produced if not submitted earlier.
6. Members can exercise their right to demand a poll subject to provisions of section 143, 144 and 145 of the Companies Act, 2017 and the applicable clauses of the "Companies (Postal Ballot) Regulations, 2018".
7. Members can also avail facility of video-link at their hometown. In this case members holding in aggregate 10% or more shareholding, residing at a geographical location may request the Company not later than 07 days prior to the date of general meeting to arrange video-link facility. On receipt of such request the Company will arrange video conference facility for such member or group of members. To avail video-link facility kindly send the request on below format duly filled in to the Company at its Registered Office:

"I/We, _____ of _____, being a member of Imperial Limited, holder of _____ Ordinary Share(s) as per Registered Folio / CDC A/c # _____ hereby opt for video conference facility at _____.

Signature of Member".

8. Members are again requested:

- a) to notify the change of address immediately, if any.
- b) to provide the copies of their valid CNIC's if not provided earlier.




STATEMENT UNDER SECTION 166(3) OF THE COMPANIES ACT, 2017

This statement sets out the material facts pertaining to the requirements of Section 166(3) of the Companies Act, 2017 regarding manner of selection of independent directors.

The board of directors have fixed the number of directors to be elected as seven (07) for the term of three years commencing from December 31, 2022

The Company is required to have two independent directors on its board in accordance with the Listed Companies (Code of Corporate Governance) Regulations, 2019. Accordingly, the company shall ensure that Independent Directors are elected in accordance with the procedures for election of Directors laid down in Section 159 of The Companies Act, 2017 and they shall meet the criteria set out for independence under Section 166 of the Companies Act, 2017 and the Companies (Manner and Selection of Independent Directors) Regulation, 2018.

Following Additional documents are to be submitted by candidates intending to contest election of directors as Independent Director.

- Declaration by Independent Director(s) under clause 6(3) of the Listed Companies (Code of Corporate Governance) Regulation, 2019
- Undertaking on Non-judicial stamp paper that he/she meets the requirements of sub-Regulations(1) of Regulation 4 of the Companies (Manner and Selection of Independent Directors) Regulation, 2018.

