

NOTICE OF 41st ANNUAL GENERAL MEETING

Notice is hereby given that the 41st Annual General Meeting of the shareholders of **Synthetic Products Enterprises Limited** (the “**Company**”) will be held on Saturday 14 October 2023 at 03:00 PM at Jinnah Auditorium of Lahore Chamber of Commerce & Industries, Shahrah Aiwan-e-Tijarat, Lahore to transact the following business:

A) Ordinary Business:

1. To receive, consider and adopt the audited financial statements for the year ended 30 June 2023 together with Directors’ and Auditors’ Report thereon.
2. To approve a final cash dividend for the year ended 30 June 2023 @ Rs. 0.5 per share i.e. 10%. This is in addition to interim dividend already paid @ Rs. 0.25 per share i.e. 5% as recommended by the Board of Directors.
3. To appoint auditors for the financial year 2023-24 and fix their remuneration. The Board has recommended, as suggested by the Board Audit Committee, the appointment of M/s KPMG Taseer Hadi and Co., Chartered Accountants. They are the retiring auditors and being eligible, have offered themselves for re-appointment.

B) Special Business:

4. To approve that annual financial statements of the company be circulated to its members via QR enabled code and weblink as per the requirements laid down by S.R.O. 389 (I)/ 2023 of the Securities and Exchange Commission of Pakistan.
5. To approve the increase in remuneration of Mr. Almas Hyder, Chairman of the Company and to pass the following resolutions, with or without modification(s), as Special Resolutions:

“Resolved that the remuneration of Mr. Almas Hyder, Chairman of the Company be increased to Rs. 24 million from Rs. 18 million per annum w.e.f. 1 July 2023.”

“Further Resolved that in addition to above remuneration, he will be entitled to the perks and other benefits as already approved by the shareholders.”

C) Any Other Business

6. To transact, with the permission of the Chairman, any other business which may be transacted at an Annual General Meeting.

By Order of the Board



23 September 2023
Lahore

Khalil Ahmad Hashmi (FCA)
Company Secretary

Notes:

1. Closure of Share Transfer Books

The share transfer books of the Company will remain closed from **08 October 2023 to 14 October 2023 (both days inclusive)**. Transfers received in order at the Shares Department of M/s THK Associates (Pvt.) Limited, Plot no. 32-C Jami Commercial Street 2, D.H.A. Phase VII, Karachi, Pakistan at the close of business on 07 October 2023 will be treated. Only those persons whose names appear in the Register of Members of the Company as on 07 October 2023 are entitled to attend, participate in and vote at the Annual General Meeting.

2. Proxies

A member entitled to attend and vote at the meeting is entitled to appoint any other person as his/her proxy to attend and vote. A member shall not be entitled to appoint more than one proxy to attend this meeting. Proxies, in order to be effective, must be received at the Registered Office of the Company, 127-S Quaid-e-Azam Industrial Estate Township Kot Lakhpat, Lahore duly stamped and signed not less than 48 hours before the time of the meeting. A proxy need not be a member of the Company. The proxy shall produce his/her original CNIC or passport at the time of the meeting.

3. Guidelines for Attendance

CDC account holders will have to follow the guidelines as laid down in Circular 1 dated 26 January 2000 for attending meetings and appointing proxies. The individual members entitled to attend this meeting must bring his/her original CNIC or passport to prove his/her identity and in case of proxy must enclose an attested copy of his/her CNIC/passport. Representatives of corporate members should bring the Board Resolution / Power of Attorney.

4. Video Conference Facility

Pursuant to SECP's Circular No 10 dated 21 May 2014 read with section 132(2) & 134(1)(b) of the Companies Act 2017, 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 at least 7 days prior to the date of the meeting, the Company will arrange video conference facility in that city subject to availability of such facility in that city. In this regard please fill the following and submit it to the registered address of the Company at least 10 days before the date of AGM.

I/We _____ of _____, being member(s) of Synthetic Products Enterprises Limited holder _____ Ordinary share(s) as per Register Folio No. _____ hereby opt for video conference facility at _____.

5. Video Link Facility

Pursuant to SECP's Circular No 5 and 25 of 2020 shareholders can attend the meeting through video link facility.

The shareholders who wish to attend the Annual General Meeting through video link are requested to get themselves registered by sending their particulars at the designated email address corporate@spelgroup.com, giving particulars as per below table on or before 13 October 2023.

Name of Shareholder	CNIC No./ NTN No.	CDC Participant ID/Folio No.	Cell No	Email address	Signature

The webinar link would be emailed to the registered shareholders/proxies who have provided all the requested information.

6. Polling on Special Businesses

The members are hereby notified that pursuant to Companies (Postal Ballot) Regulations, 2018 ("the Regulations") as amended from time to time the company is providing the right to vote through electronic voting facility and voting by post to the members on all businesses classified as special business.

Accordingly, members of the Company are allowed to exercise their right to vote through electronic voting facility or voting by post for the special business in its forthcoming Annual General Meeting to be held on **14 October 2023**, in accordance with the requirements and subject to the conditions contained in the aforesaid Regulations.

a) PROCEDURE FOR E-VOTING:

- (a) Details of the e-voting facility will be shared through an e-mail with those members of the Company who have their valid CNIC numbers, cell numbers, and e-mail addresses available in the register of members of the Company by the close of business of 07 October 2023.
- (b) The web address, login details, will be communicated to members via email. The security codes will be communicated to members through SMS from web portal of the e-voting service provider.

- (c) Identity of the members intending to cast vote through e-Voting shall be authenticated through electronic signature or authentication for login.
- (d) E-Voting lines will start from 10 October 2023 and shall close on 13 October 2023 (both days inclusive). Members can cast their votes any time during this period. Once the vote on a resolution is cast by a Member, he / she shall not be allowed to change it subsequently

b) PROCEDURE FOR VOTING THROUGH POSTAL BALLOT:

- (a) The members shall ensure that duly filled and signed ballot paper, along with copy of Computerized National Identity Card (CNIC), should reach the Chairman of the meeting through post on the Company's registered address 127-S, QIE, Township, Kot Lakhat, Lahore, Pakistan or email at corporate@spelgroup.com one day before the Meeting on **13 October 2023** during working hours. The signature on the ballot paper shall match the signature on CNIC.
- (b) This postal ballot paper is also available for download from the website of the Company at www.spelgroup.com the members may also use the Ballot Paper as attached to this notice and published in newspapers.
- (c) Please note that in case of any dispute in voting including the casting of more than one vote, the Chairman shall be the deciding authority.

7. Availability of Audited Financial Statements on Company's Website

The Annual Audited Financial Statements of the Company for the year ended June 30, 2023, have been placed on the Company's website, which can be accessed/ downloaded from the following link and QR code: www.spelgroup.com

Annual Audited Financial Statements along with the reports and Notice of AGM are being sent to those members through email who have provided their email addresses. Physical copy of the Annual Report will be provided to the members on demand.



8. Payment of Cash Dividend through Electronic Mode

The provisions of Section 242 of the Companies Act, 2017 require that the dividend payable in cash shall only be paid through electronic mode directly into the bank accounts designated by the entitled shareholders. Therefore, for making compliance to the provisions of the law, all those physical shareholders who have

not yet submitted their International Bank Account Number (IBAN No.) and CNIC details to the Company, are requested to provide the same on the Dividend Mandate Form available on Company's website at www.spelgroup.com. The shareholders of the Company in CDC are requested to provide the same to their Participants in CDC who maintain their accounts in CDC, and ensure that their IBAN details are updated. In case of unavailability of IBAN and valid CNIC, the Company would be constrained to withhold dividend in accordance with the Companies (Distribution of Dividends) Regulations, 2017.

8. General Notes

Conversion of Physical Shares in to Book Entry Form (CDC-Account)

As per Section 72 of the Companies Act, 2017 every existing listed company shall be required to replace its physical shares with book-entry form in a manner as may be specified and from the date notified by the Commission. The Shareholders having physical shareholding are encouraged to open CDC sub - account with any of the brokers or Investor Account directly with CDC to place their physical shares into scrip less form.

STATEMENT UNDER SECTION 134(3) OF THE COMPANIES ACT, 2017

This statement sets out the material facts pertaining to the special businesses to be transacted at the 41st Annual General Meeting of the Company.

1. Circulation of Annual Audited Financial Statements through QR Enabled Code and weblink (Agenda Item 4)

The Securities and Exchange Commission of Pakistan (SECP) vide SRO 389(I)/2013 dated March 21, 2023 has allowed the listed companies to circular the Annual Audited Financial Statements including Annual Balance Sheet and Profit and Loss Account, Auditor's Report and Directors Report, etc. ("annual audited financial statements") to its members through QR enabled code and weblink instead of circulation through CD/DVD/USB. This will enable the company to use the technological advancements and save the costs.

The company shall circulate the annual audited financial statements through email in case email address has been provided by the member to the company and the consent of member to receive the copies through email is not required.

The company shall send the complete financial statements with relevant documents in hard copy to the shareholders, at their registered addresses, free

of cost, within one week, if a request has been made by the member on the standard request from available on the website of the company.

2. Increase in Remuneration of the Chairman (Agenda Item 5)

As per the Articles of Association of the Company, the Board of Directors has to determine the remuneration of Directors. However, as the majority of directors were interested in this agenda, therefore, the matter is being referred to the shareholders for approval as special resolution as per requirements of the law.

No director has any direct or indirect interest in the above-said business except to the extent of their shareholding or as mentioned below.

The detailed information as per regulation number 5(2) of the (Related Party Transactions and Maintenance of Related Records) Regulations, 2018 is as follows:

(i)	Name of related party	Mr. Almas Hyder
(ii)	Names of the interested or concerned persons or directors	Mr. Almas Hyder Mr. Zia Hyder Naqi Mr. Raza Haider Naqi Dr. Nighat Arshad Mr. Sheikh Naseer Hyder
(iii)	Nature of relationship, interest or concern along with complete information of financial or other interest or concern of directors, managers or key managerial personnel in the related party	The transaction is with a director and his siblings and lineal descendant are also directors in the Company.
(iv)	Amount of Transaction(s)	Rs. 24 million per annum plus perks and benefits
(v)	Timeframe or duration of the transactions of contracts or arrangements;	1-July-2023 to 27-October-2024
(vi)	Detail, description, terms and conditions	N/A
(vii)	Pricing policy	N/A

Almas
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