

Notice is hereby given that the Annual General Meeting (“AGM”) of Sitara Peroxide Limited (the “Company”) will be held on Friday, October 28, 2022 at 3:00 pm at the Auditorium of Institute of Chartered Accountants of Pakistan, Chartered Accountants Avenue, Block 8 Clifton, Karachi in person and via video link to transact the following business:

ORDINARY BUSINESS:

1. To confirm the minutes of the Annual General Meeting held on October 27, 2021.
2. To receive, consider and adopt the Annual Audited Financial Statements of the Company for the year ended June 30, 2022 together with the Reports of Directors and Auditors thereon.
3. To appoint Auditors and to fix their remuneration for the year ending June 30, 2023. The present auditors, M/s. Yousuf Adil, Chartered Accountants, have retired and being eligible, have offered themselves for re-appointment. The Board of Directors recommends, based on the recommendation of Board Audit Committee, appointment of M/s. Yousuf Adil, as auditors for the ensuing year.
4. To elect 7 (seven) Directors of the Company as fixed by the Board of Directors in accordance with the provision of Section 159 of the Companies Act, 2017 (“the Act”) for a term of three years commencing from October 28, 2022. The retiring Directors are as under:
 1. Mr. Imran Ghafoor
 2. Mrs. Sharmeen Imran
 3. Mr. Yasir Ahmad Awan
 4. Mr. Ejaz Hussain
 5. Mr. Haroon Ahmed Zuberi
 6. Mr. Zahid Aslam
 7. Mr. Saim Bin Saeed
5. To transact any other business with the permission of the Chair.

By order of the Board



MAZHAR ALI KHAN
Company Secretary

Karachi:
October 7, 2022

NOTES:
CORONA VIRUS CONTINGENCY PLANNING FOR ANNUAL GENERAL MEETING OF SHAREHOLDERS:

Due to current COVID-19 situation, as per the advice of the Government and directives of the Securities and Exchange Commission of Pakistan (“SECP”) in terms of its Circular No.4 of 2021 dated February 15, 2021 and subsequent Circular No.6 of 2021 dated March 3, 2021, the Annual General Meeting of the Company will be convened in person as well as virtually via video conference facility while ensuring compliance with the quorum requirements and request to the Members to consolidate their attendance and voting at the AGM through proxies.

Accordingly, the Company has made arrangements to ensure that all participants, including shareholders, can now participate in the AGM proceedings via video link. Those members who are willing to attend and participate in the AGM via video link are requested to register themselves by sending an email along with following particulars and valid copy of both sides of Computerized National Identity Card (CNIC) at reg.agm2022@sitaraperoxide.com with subject of ‘Registration for AGM’ not less than 48 hours before the time of the meeting:

Name of Shareholder	CNIC Number	CDC Account No./Folio No.	Cell Number	Email Address

Members who will be registered, after necessary verification as per the above requirement, will be provided a password protected video link by the Company via email. The said link will remain open from 2:30 p.m. on the date of AGM till the end of the meeting.

Shareholders can also provide their comments and questions for the agenda items of the AGM at the email address comments.agm2022@sitaraperoxide.com.

Members are therefore, encouraged to attend the AGM through video link or by consolidating their attendance through proxies.

CLOSURE OF SHARE TRANSFER BOOKS

The Share Transfer Books of the Company will remain closed from October 22, 2022 to October 28, 2022 (both days inclusive). Transfers received in order at the office of Share Registrar M/s. THK Associates (Pvt.) Limited, Plot no. 32-C, Jami Commercial Street 2, D.H.A Phase VII, Karachi before the close of business on October 21, 2022 will be treated in time for the purpose to attend and vote at the Annual General Meeting of the Company.

ELECTION OF DIRECTORS

- a. In terms of Section 159(1) of the Act, the Board has fixed the number of Directors at 7 (seven) through a resolution passed in the meeting of Board held on April 28, 2022 to be elected in AGM of the Company for a period of next 3 (three) years.
- b. Any person who is desirous to contest the election of Director shall file with the Company a notice of his / her intention to offer himself / herself for election as a Director under Section 159(3) of the Act, alongwith the consent to act as a Director in Form-28 under Section 167 of the Act and a detailed profile alongwith office address, for placement onto the Company's website, in terms of SRO 1196(I)/2019 dated October 3, 2019 issued by Securities and Exchange Commission of Pakistan ("SECP"), not later than 14 (fourteen) days before the AGM.

Furthermore, Declarations be provided, confirming being compliant with the requirements of the Listed Companies (Code of Corporate Governance) Regulations, 2019 ("the Code") and the eligibility criteria, for a director under Section 153 of the Act.

- c. A director must be a member of the Company at the time of filing his/ her consent for contesting election of directors except a person representing a member, which is not a natural person.
- d. The selection of Independent Directors will be complied with the requirements of Section 166 of the Act and Regulation 6 of the Code.
- e. The final list of contesting Directors will be circulated not later than 7 (seven) days before the date of the AGM, in terms of Section 159(4) of the Act, Further, the website of the Company will also be updated with required information.
- f. A copy of the relevant documents may be obtained from the office of the Company Secretary of the Company or may be downloaded from the website of Securities and Exchange Commission of Pakistan (SECP).

PARTICIPATION IN THE ANNUAL GENERAL MEETING.

A member entitled to attend and vote at this meeting is entitled to appoint another person as his/her proxy to attend and vote. Proxies in order to be effective must be received at Company's Share Registrar's Office M/s. THK Associates (Pvt.) Limited, Plot no. 32-C, Jami Commercial Street 2, D.H.A Phase VII, Karachi duly stamped and signed not less than 48 hours before the time of meeting.

CDC ACCOUNT HOLDERS WILL HAVE TO FOLLOW FURTHER UNDER MENTIONED GUIDELINES AS LAID DOWN BY THE SECURITIES AND EXCHANGE COMMISSION OF PAKISTAN.

a) For attending the meeting:

- i) In case of individuals, the account holders or sub-account holders and their registration details are uploaded as per the regulations, shall authenticate their identity by showing their original Computerized National Identity Card (CNIC), or Original Passport at the time of attending the meeting.
- ii) In case of Corporate Entities, the Board of Directors' resolution/power of attorney with specimen signature of the nominees shall be produced (unless it has been provided earlier) at the time of the meeting.

b) For appointing proxies:

- i) In case of individuals, the account holders or sub account holders and their registration details are uploaded as per the regulations, shall submit the proxy form as per the above requirements. The proxy form shall be witnessed by two persons whose names, addresses and CNIC numbers shall be mentioned on the form. Attested copies of CNIC or the passport of the beneficial owners and the proxy shall be furnished with the proxy form.
- ii) In case of corporate entities, the Board of Directors' resolution/power of attorney with specimen signature of the person nominated to represent and vote on behalf of the corporate entity, shall be submitted (unless it has been provided earlier) along with proxy form to the company's registrar.
- iii) Form of proxy is attached to the notice of meeting being sent to the members. Proxy Form may also be downloaded from the Company's website i.e. www.sitaraperoxide.com

POSTAL BALLOT

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 or through any electric mode, in accordance with the requirements and procedure contained in the aforesaid regulations.

CONVERSION OF PHYSICAL SHARES INTO BOOK ENTRY FORM

The Securities and Exchange Commission of Pakistan (SECP) through its letter No.CSD/ED/Misc/2016-639-640 dated March 26, 2021 has advised the Listed Companies to adhere with the provision of the Section 72 of the Companies Act, 2017 (the Act) by replacing shares issued by them in Physical Form with the shares to be issued in the Book-Entry Form. **Sitara Peroxide Limited (the "Company")**, being a listed company is also required to comply with aforesaid provision of Act.

The shareholders of Sitara Peroxide Limited having physical folios/share certificates are requested to convert their shares from Physical Form into Book Entry Form as soon as possible. The shareholders may contact their Broker, a PSX Member, CDC Participant or CDC Investor Account Service provider for assistance in opening CDS Account and subsequent induction of the physical shares into Book Entry Form.

It would facilitate the shareholders in many ways including safe custody of shares, no loss of shares, avoidance of formalities required for the issuance of duplicate shares and readily available for sale and purchase in open market at better rates. The shareholders of Company may contact the Share Registrar and Transfer Agent of the Company, namely M/s. THK Associates (Pvt.) Limited, Plot no. 32-C, Jami Commercial Street 2, D.H.A Phase VII, Karachi for the conversion of Physical Shares into Book-Entry Form.

ELECTRONIC CIRCULATION OF ANNUAL REPORTS VIA EMAIL OR CD/DVD:

Pursuant to the provision of Companies Act, 2017, annual reports are being sent to the shareholders electronically (Email or CD/DVD).

However, shareholders who wish to receive hardcopy of Financial Statements shall have to fill the attached standard request form (also available on the company's website (www.sitaraperoxide.com)) and send at the Company's address.

PLACEMENT OF FINANCIAL STATEMENTS:

The audited financial statements of the Company for the year ended June 30, 2022 have been placed at the Company's website: www.sitaraperoxide.com

Members are requested to promptly notify any change in their addresses.

Statement of Material Facts under Section 166(3) of the Companies Act, 2017 in respect of Election of Directors

Independent Directors will be elected through the process of election of directors in terms of Section 159 of the Act, and they meet the criteria laid down under Section 166(2) of the Act and shall be listed on the data bank of Independent Directors maintained by Pakistan Institute of Corporate Governance. Further their selection shall be made due to their respective core competencies, diversity, skill, knowledge and experience.