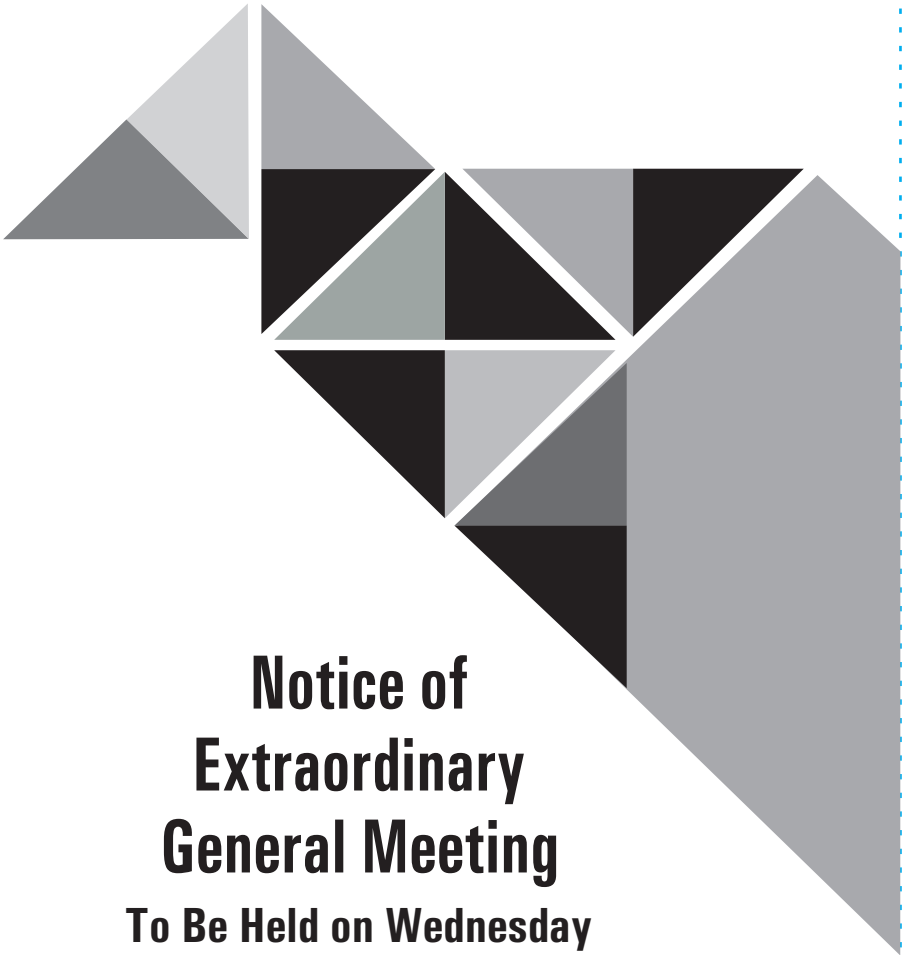


IMPERIAL LIMITED



# **Notice of Extraordinary General Meeting**

**To Be Held on Wednesday  
December 31, 2025**

IMPERIAL LIMITED

# Notice of Extraordinary General Meeting

Notice is hereby given that an Extraordinary General Meeting of the shareholders of Imperial Limited will be held on December 31, 2025 at 11:00 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 November 27, 2025.
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, 2025. The names of retiring directors are as under who are also eligible for re-election:
  - i. Mr. Waqar Ibn Zahoor Bandey
  - ii. Mr. Naveed M. Sheikh
  - iii. Mr. Ibrahim Naveed Sheikh
  - iv. Mr. Muhammad Tariq
  - v. Mr. Shahzad ullah Khan
  - vi. Mr. Najam Faiz
  - vii. Mrs. Fakhra Chaudhry
3. Any other business with the permission of Chairman.

By Order of the Board



Company Secretary

Lahore  
December 10, 2025

Statement of material facts under Section 166(3) of the Companies Act, 2017 in respect of the election of directors is annexed to the notice of the meeting sent to members.

## NOTES:

1. The Share transfer books of the Company will remain closed from December 24, 2025 to December 31, 2025 (both days inclusive). Share transfers received at the address of M/s Hameed Majeed Associates (Private) Limited, H.M. House, 7-Bank Square, Lahore, at the close of business on December 23, 2025 will be treated in time, for the purpose of entitlement to the transferees.
2. Any member (including a retiring Director) who seeks to contest the election of Directors shall file with the Company at its registered office, Ismail Aiwan-e- Science Building, 205 Ferozepur Road, Lahore, not later than 14 days before the said meeting his/ her intention to offer himself/ herself for election of the Directors in terms of Section 159 (3) of the Companies Act, 2017 together with:
  - a. Notice of his / her intention to stand for election and nomination form along with duly completed and signed Form-28 giving his / her consent to act as Director of the Company if elected (under Section 167(1) of the Companies Act, 2017), and certify that he is not ineligible to become a Director under any applicable laws, Rules and Regulations; and that he / she confirms to hold the qualification shares in accordance with Article 88 of the Articles of Association of the Company.
  - b. Detailed profile along with office address and other information for placement on the Company's website seven days prior to the date of election accordance with SECP's SRO 1196(1)/2019 of October 03, 2019.
  - c. 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 the Companies Act, 2017 to act as the Director of a Listed Company.
  - d. Attested copy of valid CNIC/ Passport.
  - e. Declaration by Independent Director(s) under Clause 6(3) of the Listed Companies (Code of Corporate Governance) Regulation 2019.
  - f. Undertaking by Independent Director(s) 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.
3. If the number of persons who offer themselves to be elected is more than the number of directors fixed under sub-section (1) of Section 159 of the Companies Act, 2017, then, subject to requirements of Sections 143 and 144 of the Companies Act 2017, the Company shall provide its members with options of e-voting or voting by postal ballot in accordance with the provisions of the Companies (Postal Ballot) Regulations, 2018.

4. A member entitled to attend, and vote may appoint a proxy to attend and vote on his/her behalf. Proxies, to be effective, must be received at the Registered Office of the Company duly stamped and signed not less than 48 hours before the time of the meeting. Proxies may also be appointed by emailing a scanned copy of signed form by the shareholder authorizing proxy along with email address of proxy and relevant details (as stated above) to [corporate@imperiallimited.co](mailto:corporate@imperiallimited.co).
5. The Form of Proxy in English and Urdu is attached to the notice being sent to the members. The Form of Proxy is also available on the Company's website i.e., [www.imperiallimited.co](http://www.imperiallimited.co).
6. Shareholders or their proxies are requested to bring with them or otherwise furnish their Computerized National Identity Card or Passport along with the folio number or participants ID number and their account number at the time of attending the Meeting physically or through video conference to facilitate their identification. The representatives of corporate bodies should provide attested copies of Board of Directors' resolution/powers of attorney and/or all such documents as are required under Circular No.1 dated 26 January 2000 issued by the Securities and Exchange Commission of Pakistan ("SECP") for the purpose.
7. Members holding in aggregate 10% or more shareholding residing at a geographical location other than Lahore, may participate in the meeting through video conference by submitting their application to the Company Secretary at least seven days prior to the date of the meeting. The Company will arrange a video conference facility in the requested city subject to availability of such facility in that city. The Company will intimate members regarding the venue of the video conference facility at least 5 days before the date of the general meeting along with complete information necessary to enable them to access such facility.
8. The shareholders of the Company desirous to attend the meeting through video conferencing facility may inform the Company and provide their relevant information including Name, copy of the CNIC, Folio No./ CDC Account, cell phone number and email address before close of business on December 27, 2025 at the company's dedicated email "Corporate@imperiallimited.co"
9. Members (non-CDC) are requested to promptly communicate to the Share Registrars of the Company any change in their addresses. CDC shareholders should submit any change in their addresses to the CDC. The individual members who have not yet submitted photocopy of their valid CNICs and corporate entities who have not yet submitted their NTN's are once again reminded to have these details updated with their respective CDS participants, in case of CDC account holders and to send the same at the earliest directly to the Company's Share Registrars at the address given here-in-above, in case of physical shareholders. Please provide folio numbers with a copy of CNIC/NTN.
10. Pursuant to Companies (Postal Ballot) Regulations, 2018 and read with Sections 143 and 144 of the Companies Act, 2017, Members will be allowed to exercise their right of vote through postal ballot, that is voting by post or through any electronic mode, in accordance with the requirements and procedure contained in the aforesaid Regulations. In accordance with the Regulation 11 of the Regulations, the Board of the Company has appointed M/s Rizwan & Company, a QCR rated audit firm, to act as the Scrutinizer of the Company for the election of directors to be held in the meeting and to undertake other responsibilities as defined in Regulation 11A of the Regulations.
11. Pursuant to S.R.O. 452(I)/2025 dated March 17, 2025, the shareholders are hereby informed that no gifts, in any form whatsoever, shall be distributed at the meeting. Shareholders are therefore requested to kindly refrain from demanding or expecting any gifts, including but not limited to tokens, coupons, takeaway packages, or similar items. Any non-compliance with this directive shall constitute a punishable offence, and the Company may be subject to enforcement actions and penalties in case of any violation.

#### **STATEMENT OF MATERIAL FACTS UNDER SECTION 166(3) OF THE COMPANIES ACT, 2017:**

This statement sets out the material facts pertaining to the justification for choosing the appointee for appointment as independent director to be elected at the Extra Ordinary General Meeting of Imperial Limited ("the Company") to be held on December 31, 2025.

Imperial Limited is a public listed company, required to have an independent director on its board in accordance with ("the CCG Regulations 2019"). Accordingly, the company shall ensure the appointment of the independent directors in accordance with the provisions of the act and the CCG regulations.

The Board of Directors of the company has fixed the number of directors to be elected as seven (07) for the term of three years.

The, independent directors will also be elected through the process of election of directors in terms of Sections 159 and 166 (1) of the Act and they shall meet the criteria laid down under Section 166 (2) of the Act and the Companies (Manner and Selection of Independent Directors) Regulations, 2018. It will be ensured that the name of independent director is available in the databank of independent directors being maintained by the Pakistan Institute of Corporate Governance ("PICG").

The present Directors of the Company have no interest in the above business except their eligibility for re-election as director of the Company.

بذریعہ نوٹس بذمہ ناطق کیا جاتا ہے کہ ایسی ہیئر بل پیڈیڈ کے حصص داران کا غیر معمولی اجلاس عام مورخہ دسمبر 2025ء کو کواٹیل ایوان سائنس بلڈنگ 205 فیروز پور روڈ لاہور میں مورخہ ذیل امور کی انجام دہی کے لیے منعقد ہوگا۔  
عام امور:-

(1) پچھلے سالانہ اجلاس عام منعقدہ 27 نومبر 2025 کے امور کی توثیق کرنا۔

(2) کمپنیز ایکٹ 2017 کی دفعہ (1) 159 کے تحت بورڈ آف ڈائریکٹرز کی طرف سے متعین کردہ سات ڈائریکٹرز کا 31-12-2025 سے تین سال کی مدت کے لیے انتخابات کرنا۔ سبکدوش ہونے والے ڈائریکٹرز کے نام درج ذیل ہیں۔

iv. محترم محمد طارق

iii. محترم ابراہیم نوید شیخ

محترم نوید مغیث شیخ

vii. محترمہ فاخرہ چوہدری

محرم نجم فیض

(3) چیئر مین کی اجازت سے کسی اور امور کی انجام دہی۔

لاہور

بجلم بورڈ  
سیکرٹری

مورخہ 10 دسمبر 2025

نوٹ

- [illegible]

کمپنیز ایکٹ، 2017 کے سیکشن 166(3) کے تحت مادی حقائق کا بیان:

یہ بیان 31 دسمبر 2025 کو منعقد ہونے والی امپیریل لمیٹڈ (”کمپنی“) کی ایکسٹرا آرڈینری جنرل میٹنگ میں منتخب ہونے والے آزاد ذرا یکٹر کے طور پر تقرری کے لیے تقرری کے جواز سے متعلق مادی حقائق کا تعین کرتا ہے۔

ایمپیریل لیٹریچر ایک سبک لسٹ کمپنی ہے، جسے "CCG" ریگولیشنز (2019) کے مطابق اپنے بورڈ میں ایک آزاد ائیر کیٹنگ کا ہونا ضروری ہے۔ اس کے مطابق، کمپنی ایکٹ کی دفعات اور CCG ضوابط کے مطابق آزاد ائیر کیٹنگ کی تقرری کو یقینی بنائے گی۔

کمپنی کے بورڈ آف ڈائریکٹرز نے تصدیق کر لی، ایک مدت کے لئے سات (07) کے طور پر منتخب ہوئے۔ اس لئے ڈائریکٹرز کا انعقاد مقرر کیا ہے۔

[illegible]

شدہ معیار پر پورا اترے۔ اگے۔ پاکستان انسٹیٹیوٹ آف کارپوریٹ گورننس ("PICG") کے زیر انتظام۔

کمپنی کے موجودہ ڈائریکٹر زکوٰۃ کو رہکار میں کوئی دلچسپی نہیں ہے سوائے کمپنی کے ڈائریکٹر کے طور پر دوبارہ انتخاب کے لیے ان کی اہلیت کے۔



## **FORM OF PROXY**

I/We \_\_\_\_\_ of \_\_\_\_\_ being  
member of **IMPERIAL LIMITED** and holder of \_\_\_\_\_ Ordinary  
Shares as per Registered Folio / CDC Participant I.D. No. \_\_\_\_\_ hereby appoint  
Mr./Mrs./Miss. \_\_\_\_\_ of \_\_\_\_\_ or  
or failing him/her Mr./Mrs./Miss. \_\_\_\_\_ of \_\_\_\_\_ who is  
also a member of the **IMPERIAL LIMITED** vide Registered Folio / CDC Participant I.D. No.  
\_\_\_\_\_ as my proxy to vote for me and on my behalf at the Extra Ordinary General  
Meeting of the Company to be held on Wednesday December 31, 2025 at 11:00 a.m. and any adjournment thereof.

Signed this \_\_\_\_\_ day of **December 2025**.

Affix Revenue  
Stamp of  
Rupees fifty

Signature  
(As registered with the company)

### **WITNESS: 1**

Signature \_\_\_\_\_  
Name \_\_\_\_\_  
Address \_\_\_\_\_  
\_\_\_\_\_  
CNIC or  
Passport # \_\_\_\_\_

### **WITNESS: 2**

Signature \_\_\_\_\_  
Name \_\_\_\_\_  
Address \_\_\_\_\_  
\_\_\_\_\_  
CNIC or  
Passport # \_\_\_\_\_

### **NOTES: -**

- This proxy form, duly completed and signed, must be received at the Registered Office of the company not less than 48 hours before the time of holding the Meeting.
- No person shall act as Proxy unless he/she himself / herself is a Shareholder of the Company except that a company may appoint a person as its representative who is not a shareholder.



IMPERIAL LIMITED

## امپیریل لمیٹڈ

تشکیل نیابت داری برائے غیر معمولی اجلاس عام

میں / ہم \_\_\_\_\_ ساکن \_\_\_\_\_  
 امپیریل لمیٹڈ کا / کی / کے حصص دار  
 ہوں / ہیں اور بموجب رجسٹرڈ کھاتہ نمبر یا مجوزہ سی ڈی سی کھاتہ نمبر کے تحت \_\_\_\_\_  
 عمومی حصص کا / کی / کے مالک  
 ہوں / ہیں۔ اپنی جگہ پر حق رائے دہی کے لیے \_\_\_\_\_ رہائشی \_\_\_\_\_  
 اور بموجب  
 رجسٹرڈ کھاتہ نمبر یا مجوزہ سی ڈی سی کھاتہ نمبر \_\_\_\_\_ کو یا اس کے نہ آنے کی صورت میں  
 رہائشی \_\_\_\_\_ اور بموجب رجسٹرڈ کھاتہ نمبر یا مجوزہ سی ڈی سی کھاتہ نمبر  
 کو جو کہ امپیریل لمیٹڈ کا / کی / کے حصہ دار ہے ہیں۔ کو اپنی جگہ بروز بدھ بتاریخ 31 دسمبر 2025 بوقت صبح 11 بجے بمقام اسماعیل  
 ایوان سائنس بلڈنگ 205 فیروز پور لاہور میں منعقد ہونے والے غیر معمولی اجلاس عام یا کسی متبادل دن جو بھی ہوگا میں رائے دہندگی کے  
 لئے نمائندہ مقرر کرتا / کرتی / کرتے ہوں / ہیں۔

پچاس روپے کی رسیدی نوٹ  
 چسپاں کریں

دستخط۔

دسمبر۔۔۔۔۔ 2025

(کمپنی کے ریکارڈ کے مطابق دستخط)

گواہ نمبر: 2

گواہ نمبر: 1

دستخط \_\_\_\_\_  
 نام \_\_\_\_\_  
 پتہ \_\_\_\_\_  
 شناختی کارڈ نمبر یا \_\_\_\_\_  
 پاسپورٹ نمبر \_\_\_\_\_

دستخط \_\_\_\_\_  
 نام \_\_\_\_\_  
 پتہ \_\_\_\_\_  
 شناختی کارڈ نمبر یا \_\_\_\_\_  
 پاسپورٹ نمبر \_\_\_\_\_

نوٹ: 1۔ یہ مختار نامہ مکمل اور دستخط شدہ کمپنی کے رجسٹرڈ آفس کے پتے پر اجلاس کے شروع ہونے سے 48 گھنٹے پہلے پہنچ جانا چاہیئے۔

2۔ کوئی بھی فرد مختار نامہ اس وقت تک استعمال نہیں کر سکتا جب تک وہ کمپنی کا حصص دار نہ ہو۔ علاوہ اس کے کہ کوئی ایک کمپنی کسی فرد کو نمائندہ مقرر کرے جو کمپنی کا حصص دار نہ ہو۔

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\*Mobile apps are only available for download for android and iOS devices



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