

Notice of Annual General Meeting

ANNUAL GENERAL MEETING | OCTOBER 26, 2026



Agro Processors and Atmospheric Gases Limited

Monday, October 26, 2026
11:00 a.m.

Address: H, 16 Textile Ave, Metroville Sindh Industrial Trading Estate, Ground Floor,
Main Conference Room, S.I.T.E Association Of Industry, Karachi and through Video
Conference

<https://share.google/x7C19JYa3Hk67jY4U>

Members are encouraged to attend the AGM through a video conference facility managed by
the Company (please see the notes section for details).



Notice of Annual General Meeting

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Notice is hereby given to the Members that the 47th Annual General Meeting ("AGM") of Agro Processors and Atmospheric Gases Limited ("the Company") will be held on Monday, October 26, 2026, at 11:00 a.m. at the H, 16 Textile Ave, Metroville Sindh Industrial Trading Estate, Ground Floor, Main Conference Room, S.I.T.E Association Of Industry, Karachi, and through Video Conference to transact the following business:

Members are encouraged to attend the AGM through a video conference facility managed by the Company (please see the notes section for details).

A. Ordinary Business:

1. To receive, consider, and adopt the Audited Annual Financial Statements of the Company together with the Directors' and Auditors' reports thereon for the year ended June 30, 2026.
2. To appoint Auditors for the year ending 30 June 2027 and fix their remuneration. The Members are hereby notified that the Audit Committee and the Board of Directors have recommended the name of retiring Auditors M/s BDO Ebrahim & Co.), for re-appointment as Auditors of the Company.
3. To approve a final cash dividend of 25%, i.e. Rs. 0.50 per share, in addition to the 20% interim cash dividend, i.e. Rs. 0.40 per share, already paid during the year ended June 30, 2026

B. Any Other Business:

4. To transact any other business with the permission of the Chair.

BY THE ORDER OF THE BOARD

Adnan Owais

Company Secretary

Karachi, Dated: October 05, 2026

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1. Book Closure:

The Shares Transfer Books of the Company will remain closed from October 19, 2026 to October 26, 2026 (both days inclusive). No transfers will be accepted for registration during this period. Transfers received in good order at the office of our Share Registrar CDC House, 99-B, Block B, S.M.C.H.S., Main Shahra-e-Faisal, Karachi-74400, by the close of business on October 16, 2026 will be considered in time for the purpose of attendance of the AGM and as applicable.

2. Participation in the Annual General Meeting proceeding via the video conference facility:

- i) Shareholders interested in attending the AGM through online facility are hereby requested to get themselves registered with the Company Secretary not later than 48 hours before the time of the AGM (i.e. by October 24, 2026, 11:00 am) with the subject "Registration for the APAG AGM" through an email info@apag.com.pk along with a valid scanned copy of their CNIC.

Shareholders are advised to provide the following particulars,

Name of the member	CNIC No.	CDC Account No./Folio No.	Cell Number	Email Address	No. of shares

The details of the electronic facility (video-link and the log in credentials) will be sent to the interested shareholders, at their provided email addresses. The login facility will be opened 10:30 am thirty minutes before the commencement of AGM, enabling the participants to join the meeting after the identification and verification process before joining the meeting, which will start at 11:00 a.m. sharp.

The shareholders may submit their respective questions/comments/suggestions along with their Name and Folio/CDS account Number on the email address, provided above; ahead of or during the AGM.

3. Appointment of Proxies:

- i) Members entitled to attend and vote at the AGM may appoint another member as his/her Proxy to attend, speak and vote at the AGM on his/her behalf.
- ii) The instrument appointing Proxy and the power of attorney or other authority under which it is signed or a notarized/attested copy of power of attorney must be deposited at the Registered Office F-392, S.I.T.E Area, Karachi-75700, Sindh, Pakistan, Karachi, not later than 48 hours before the time of the AGM. A member cannot appoint more than one proxy.

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4. CDC Account Holders will have to follow the guidelines below as laid down in Circular 1 dated January 26, 2000 issued by Securities and Exchange Commission of Pakistan:

A. For attending the meeting:

- I. In case of individual, the Account holder or Sub-Account holder whose securities and their registration details are up-loaded as per the CDC Regulations, shall authenticate his/her identity by showing his/her original Computerized National Identity Card ("CNIC") or original Passport at the time of attending the AGM.
- II. In case of corporate entity, the Board of Directors' Resolution / Power of Attorney with specimen signature and attested copy of valid CNIC of the nominee shall be produced (unless it has been provided earlier) at the time of the Meeting.

B. For Appointing Proxies:

- I. In case of individual, the Account holder or Sub-Account holder whose Securities and their registration details are up-loaded as per the CDC Regulations, shall submit the proxy form as per above requirement.
- II. 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.
- III. The proxy shall produce his/her original CNIC or original Passport at the time of the AGM.
- IV. In case of corporate entity, the Board of Directors' Resolution / Power of Attorney with specimen signature and an attested copy of valid CNIC of the person nominated to represent and vote on behalf of the corporate entity, shall be submitted along with proxy form to the Company.

5. Submission of Valid CNIC / NTN Copy (Mandatory):

The Members who have not yet submitted photocopy of their valid CNIC to the Company / Share Registrar, are once again reminded to send the same at the earliest directly to Company's Share Registrar, CDC Share Registrar Services Limited, CDC House, 99-B, Block B, S.M.C.H.S., Main Shahra-e-Faisal, Karachi-74400. Corporate entities are requested to provide their National Tax Number (NTN). Please give the folio number with the copy of CNIC / NTN details. Reference is also made to the Securities and Exchange Commission of Pakistan (SECP) Notifications SRO 779 (I) dated August 18, 2011, and SRO 831 (I) 2012 dated July 05, 2012, which mandates that the dividend warrants should bear CNIC number of the registered member or the authorized person, except in case of minor(s) and corporate members. In case of non-receipt of the copy of a valid CNIC, the Company will not transmit the dividends of such shareholders to comply with the said SROs of SECP.

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6. Change of Address:

Members are requested to promptly notify any change in their registered address or other particulars. Members holding shares in physical form are requested to notify the Company's Share Registrar accordingly. Members holding shares in book-entry form are requested to ensure that their address and other particulars are updated with their respective Participant/Broker or CDC Investor Account Services (CDC IAS), as applicable.

7. Electronic Transmission of Annual Report:

In compliance with section 223(6) of the Act and S.R.O. 452(I)/2025 dated March 17, 2025, the Company has electronically transmitted the Annual Report 2026 through email to Shareholders whose email addresses are available with the Company's Share Registrar, M/s. CDC Share Registrar Services Limited, CDC House, 99-B, Block B, S.M.C.H.S., Main Shahra-e-Faisal, Karachi-74400. In those cases, where email addresses are not available with the Company's Share Registrar, printed notices of AGM along with the weblink to download the said Annual Report have been dispatched. However, the Company will provide hard copies of the Annual Report to any member on their demand, at their registered address, free of cost, within one week of receiving such request.

<https://apag.com.pk/financial-reports.html>

Further, Shareholders are requested to kindly provide their valid email address (along with a copy of valid CNIC) to the Company's Share Registrar, M/s. CDC Share Registrar Services Limited, CDC House, 99-B, Block B, S.M.C.H.S., Main Shahra-e-Faisal, Karachi-74400, if the member hold shares in physical form or, to the Member's respective Participant/Investor Account Services, if shares are held in book entry form.

8. 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 to the provisions of section 72 of the Companies Act, 2017 by replacing shares issued by them in Physical Form with the shares to be issued in the Book-Entry Form. The Company, being a listed company is also required to comply with aforesaid provisions of Act. The shareholders of Agro Processors and Atmospheric Gases 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 a 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 CDC Share Registrar Services Limited, CDC House, 99-B, Block B, S.M.C.H.S., Main Shahra-e-Faisal, Karachi-74400 for the conversion of physical shares into Book-Entry Form.

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9. Intimation of No Gift Distribution:

The SECP, vide Circular No. 2 of 2018 dated February 9, 2018, and S.R.O. 452(I)/2025 dated March 17, 2025, has strictly prohibited companies from offering or distributing gifts, incentives, or any similar benefits (including but not limited to tokens, coupons, meals, or takeaway packages) to Members at or in connection with general meetings. In accordance with Section 185 of the Companies Act, 2017, any non-compliance with these directives constitutes a punishable offence, and companies found in violation may be subject to enforcement actions and penalties. Members are hereby informed that no gifts will be distributed at the meeting.

10. Electronic Payment of Dividend

Electronic Payment of Dividend Under the provisions of Section 242 of the Companies Act, 2017 and SECP's Circular No. 421(I) 2018 dated March 19, 2021, it is mandatory for a listed Company to pay cash dividend to its shareholders only through electronic mode directly into bank account designated by the entitled shareholders.

In order to receive dividends directly into their bank account, shareholders are requested to fill in Electronic Credit Mandate Form available on Company's website and send it duly signed along with a copy of CNIC to the Registrar of the Company M/s. CDC Share Registrar Services Limited, CDC House 99-B, Block 'B', S.M.C.H.S Main Shahra-e-Faisal, Karachi-74400 in case of physical shares. In case shares are held in CDC then Electronic Credit Mandate Form must be submitted directly to shareholder's broker/ participant / CDC account services.

Electronic Mandate Form	
Folio Number	
Name of Shareholder	
Title of the Bank Account	
International Bank Account Number (IBAN)	
Name of Bank	
Name of Bank Branch and Address	
Cellular & Landline Number of Shareholder	
CNIC / NTN number (attach copy)	
Signature of Shareholder	

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11. Deduction of Income Tax from Dividend and Exemptions from Deduction:

The current prescribed rates for the deduction of withholding tax under Section 150 of the Income Tax Ordinance, 2001 from payment of dividend by the companies are as under:

- For Filer: 15%
- For Non-Filer: 30%

The income tax is deducted from the payment of dividend according to the Active Tax-Payers List (ATL) provided on the website of Federal Board of Revenue (FBR). All those members who are filers of income tax returns are therefore advised to ensure that their names are entered into ATL to enable the Company to withhold income tax from payment of cash dividend @ 15% instead of 30%. Further, according to FBR, withholding tax will be determined separately on 'Filer/ non-Filer' status of principal member as well as joint holder(s) based on their shareholding proportions in case of joint accounts held by the members.

In this regard all members who hold shares jointly are requested to provide the shareholding proportions of principal member and Joint holders in respect of shares held by them to our Shares Registrar in writing as follows:

FORM OF JOINT SHAREHOLDING PROPORTION						
Folio/CDC Account Number	Total Holding	Principal Member		Joint Members		Signatures
		Name of Principal Member and CNIC No.	Shareholding Proportion (No. of Shares)	Names of Joint Members and CNIC No.	Shareholding Proportion (No. of Shares)	

The joint accounts information must reach our Shares Registrar within 10 days of this notice. In case of non-receipt of the information, it will be assumed that the shares are equally held by principal member and the joint holder(s).

The corporate members of the Company in CDC are advised to ensure that their National Tax Numbers (NTNs) have been updated with their respective participants, whereas corporate physical members must send a copy of their NTN Certificate with their Folio/ CDS Account Number mentioned thereon to our Shares Registrar.

The members who want to avail exemption u/s 150 of the Income Tax Ordinance 2001, must provide valid Tax Exemption Certificate to our Shares Registrar before commencement of book closure otherwise tax will be deducted on dividend as per applicable rates.

Proxy Form

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I/We _____
of _____ (full address)
being a member of Agro Processors and Atmospheric Gases Limited hereby appoint:

_____ Folio/CDC Account No. _____
of _____ (full address)
or failing him _____ Folio/CDC Account No. _____
of _____ (full address)

as my Proxy to attend and vote on my behalf at the Annual General Meeting of the Company to be held on October 26, 2026 at 11:00 a.m. and at any adjournment thereof.

As witnessed my hands this _____ day of _____ 2026

Signed by the proxy holder _____

Folio Number	CDC Participant ID No.	CDC Account / Sub-Account No	No. of Shares held

Witness 1 Signature: _____ Name: _____ CNIC No.: _____ Address: _____	Witness 2 Signature: _____ Name: _____ CNIC No.: _____ Address: _____
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- Notes:**
1. A member entitled to attend and vote at this Meeting is entitled to appoint a proxy to attend and vote instead of him. Such proxy must be a member of the company.
 2. The instrument appointing a proxy should be signed by the member or by his attorney duly authorised in writing. If the member is a corporation, its common seal should be affixed to the instrument.
 3. The instrument appointing a proxy, together with the Power of Attorney under which it is signed or a notarially certified copy thereof, should be deposited at the Registered Office of the Company not less than 48 hours before the time of holding the meeting.
 4. CDC shareholders or their Proxies should bring their original Computerized National Identity Card or Passport along with the Participant's ID number and their Account Number to facilitate their identification.

The Company Secretary
Agro Processors and Atmospheric Gases Limited
Registered Office F-392, S.I.T.E Area, Karachi-75700, Sindh, Pakistan, Karachi

پراکسی فارم

میں/ہم: _____ ساکن: _____

_____ (مکمل پتہ) بطور ممبر ایگرو پروسیسرز اینڈ اٹموسفیرک گیسز لمیٹڈ بذریعہ ہذا مقرر کرتا ہوں:

_____ فولیو / سی ڈی سی اکاؤنٹ نمبر: _____ ساکن:

_____ (مکمل پتہ) یا اس کی عدم موجودگی میں: _____ فولیو /

سی ڈی سی اکاؤنٹ نمبر: _____ ساکن: _____ (مکمل پتہ) بطور

میرا پراکسی، 26 اکتوبر 2026ء کو بوقت 11:00 بجے دن یا اس کے کسی بھی ملتوی شدہ اجلاس میں، کمپنی کے

سالانہ عام اجلاس میں میری طرف سے شرکت کرنے اور ووٹ دینے کے لیے۔ بطور گواہ میں نے اس: _____

دن: _____ 2026ء کو اپنے دستخط ثبت کیے۔

پراکسی ہولڈر کے دستخط

گواہ 1:

_____ دستخط:

_____ نام:

_____ سی این آئی سی نمبر:

_____ پتہ:

گواہ 2:

_____ دستخط:

_____ نام:

_____ سی این آئی سی نمبر:

_____ پتہ:

فولیو نمبر:	سی ڈی سی پارٹنر آئی ڈی نمبر"	سی ڈی سی اکاؤنٹ / سب-اکاؤنٹ نمبر:	رکھے گئے شیئرز کی تعداد:

نوٹس:

اس میٹنگ میں شرکت اور ووٹ دینے کا حقدار ہر ممبر اس بات کا حقدار ہے کہ وہ اپنے بدلے شرکت اور ووٹ دینے کے

لیے کسی پراکسی کو مقرر کرے۔ ایسا پراکسی کمپنی کا ممبر ہونا چاہیے۔

پراکسی فارم

پراکسی مقرر کرنے والے آلے پر ممبر یا اس کے تحریری طور پر باقاعدہ مجاز وکیل کے دستخط ہونے چاہئیں۔ اگر ممبر

کوئی کارپوریٹ ادارہ ہے، تو اس کا سرکاری مہر اس آلے پر لگایا جانا چاہیے۔

پراکسی مقرر کرنے والا آلہ، اس پاور آف اٹارنی کے ساتھ جس کے تحت اس پر دستخط کیے گئے ہیں یا اس کی نوٹرائزڈ

تصدیق شدہ کاپی، میٹنگ کے انعقاد کے وقت سے کم از کم 48 گھنٹے پہلے کمپنی کے رجسٹرڈ آفس میں جمع کرائی

جانی چاہیے۔

سی ڈی سی شیئر ہولڈرز یا ان کے پراکسیز کو اپنی شناخت میں آسانی کے لیے اپنے اصلی کمپیوٹرائزڈ قومی شناخت

کارڈ یا پاسپورٹ کے ساتھ پارٹنر کا آئی ڈی نمبر اور اپنا اکاؤنٹ نمبر ساتھ لانا چاہیے۔

کمپنی سیکرٹری

ایگرو پروسیسرز اینڈ اٹموسفیرک گیسز لمیٹڈ

رجسٹرڈ آفس ایف-392، سائٹ ایریا، کراچی-75700، سندھ، پاکستان، کراچی