



## CNERGYICO PK LIMITED NOTICE OF EXTRAORDINARY GENERAL MEETING

This is to inform you that pursuant to the Order of the High Court of Sindh at Karachi dated February 6, 2024, passed in Civil Miscellaneous Application No. 169 of 2024, in Petition bearing J. C. M. No. 4 of 2024 (the "Order"), an Extraordinary General Meeting ("Meeting") of Cnergyico PK Limited (the "Company") will be held on Tuesday, March 26, 2024 at 10:00 am at the Moosa D. Desai Auditorium of The Institute of Chartered Accountants of Pakistan (ICAP), Chartered Accountants Avenue, Clifton Karachi-75600, including through video link facility, to transact the following business:

### A. Special Business

Pursuant to the Order, to consider and, if thought fit, to pass, with or without modification, the following resolution for, inter alia, a corporate reorganization / restructuring of the Company and its wholly owned subsidiaries i.e. Bosicorco ORB 1 (Private) Limited ("ORB 1"), Bosicorco ORB 2 (Private) Limited ("ORB 2"), Bosicorco OMB 1 (Private) Limited ("OMB"), Bosicorco OSB 2 (Private) Limited ("OSB"), Bosicorco CPB 1 (Private) Limited ("CPB") and Cnergyico Isomerate Pk (Private) Limited ("ISOM"), involving (A) the bifurcation / separation of the Company into six segments / undertakings (i.e. the ORB 1 Demerged Undertaking, ORB 2 Demerged Undertaking, OMB Demerged Undertaking, OSB Demerged Undertaking, CPB Demerged Undertaking and Retained Undertaking), and the merger, by way of amalgamation, of the (i) ORB 1 Demerged Undertaking with and into ORB 1; (ii) ORB 2 Demerged Undertaking with and into ORB 2; (iii) OMB Demerged Undertaking with and into OMB; (iv) OSB Demerged Undertaking with and into OSB; and (v) CPB Demerged Undertaking with and into CPB; and (B) the merger, by way of amalgamation, of the entire undertaking of ISOM with and into ORB 2, along with all ancillary matters thereto, in accordance with the Scheme of Arrangement dated January 22, 2024, as approved by the Board of Directors of the Company on December 21, 2023.

The resolution to be passed by the requisite majority of members of the Company under Sections 279 and 282 of the Companies Act, 2017 is as under:

**"RESOLVED THAT** the Scheme of Arrangement dated January 22, 2024, prepared under the provisions of Sections 279 to 283 and 285 of the Companies Act, 2017, for, inter alia, (A) the bifurcation / separation of Cnergyico Pk Limited into six segments / undertakings (i.e. the ORB 1 Demerged Undertaking, ORB 2 Demerged Undertaking, OMB Demerged Undertaking, OSB Demerged Undertaking, CPB Demerged Undertaking and Retained Undertaking), and the merger, by way of amalgamation, of the (i) ORB 1 Demerged Undertaking with and into Bosicorco ORB 1 (Private) Limited; (ii) ORB 2 Demerged Undertaking with and into Bosicorco ORB 2 (Private) Limited; (iii) OMB Demerged Undertaking with and into Bosicorco OMB 1 (Private) Limited; (iv) OSB Demerged Undertaking with and into Bosicorco OSB 2 (Private) Limited; and (v) CPB Demerged Undertaking with and into Bosicorco CPB 1 (Private) Limited; and (B) the merger, by way of amalgamation, of the entire undertaking of Cnergyico Isomerate Pk (Private) Limited with and into Bosicorco ORB 2 (Private) Limited, along with all ancillary and incidental matters thereto, placed before the meeting for consideration and approval, be and is hereby approved and adopted, along with any modifications / amendments required or conditions imposed by the High Court of Sindh at Karachi, subject to sanction by the Honorable High Court of Sindh at Karachi, in terms of the provisions of the Companies Act, 2017."

The Scheme of Arrangement will be subject to the subsequent sanction of the High Court of Sindh at Karachi.

### B. Other Business

To transact any other business that may be placed before the meeting with the permission of the Chair.

**By the Order of the Board**

**Majid Muqtadir**  
Company Secretary

Karachi: March 05, 2024

### Notes:

#### Closure of Share Transfer Books

The register of members and the share transfer books of the Company will remain closed from Tuesday, 19th March 2024 until Tuesday, 26th March 2024 (both days inclusive).

#### Participation in the Meeting

Only persons whose names appear in the register of members of the Company as on Monday, 18th March 2024, are entitled to attend, participate in, and vote at the Meeting.

A member entitled to attend and vote may appoint another member as proxy to attend and vote on his / her behalf; however, for the purpose of E-Voting a non-member may also be appointed and act as proxy. Proxies must be received at the registered office of the Company not less than 48 hours before the time for holding the Meeting.

#### Guidelines for Central Depository Company of Pakistan Limited ("CDC") Account Holders

CDC account holders should comply with the following guidelines of the SECP.

#### For Attendance

- Individuals should be account holder(s) or sub-account holder(s) and their registration details should be uploaded according to CDC regulations and must establish their identity at the time of the Meeting by presenting their original Computerized National Identity Card ("CNIC") or passport.
- Unless provided earlier, corporate entities must at the time of the Meeting produce a certified copy of a resolution of their Board of Directors or a Power of Attorney, bearing the specimen signature of the attorney.

#### For Appointing Proxies

- Individuals should be account holder(s) or sub-account holder(s) whose registration details should be uploaded according to CDC regulations and their proxy forms must be submitted at the registered office of the Company not less than 48 hours before the time for holding the Meeting.
- The proxy form must be attested by two persons whose names, addresses and CNIC numbers must be specified therein.
- Attested copies of the CNIC or passport of the beneficial owner and the proxy must be provided along with the form of proxy.
- Proxies must at the time of the Meeting produce their original CNIC or passport.
- Unless provided earlier, corporate entities must at the time of the Meeting produce a certified copy of a resolution of their Board of Directors or a Power of Attorney, bearing the specimen signature of the attorney.

#### Participation in the Meeting via Video Conference Facility

The Securities and Exchange Commission of Pakistan, through its Circular No. 4 dated February 15, 2021, has directed the listed companies to ensure the participation of members in general meetings through electronic means as a regular feature in addition to holding physical meetings. Accordingly, members interested in participating in the meeting are requested to share below information at [company.secretary@cnergyico.com](mailto:company.secretary@cnergyico.com) for their appointment and proxy's verification by or before Friday, 22nd March 2024. In order to attend the Meeting through video conference facility, the members are requested to get themselves registered as per the below format:

Full Name of Member	Folio No. / CDC Account No.	CNIC Number	Registered Email Address	Cell Number

Video conference link details and login credentials will be shared with those members whose registered emails containing all the particulars are received on or before Friday, 22nd March 2024. Members can also provide their comments and questions for the agenda items of the Meeting at [company.secretary@cnergyico.com](mailto:company.secretary@cnergyico.com) or at the registered address of the Company on or before Friday, 22nd March 2024.

#### Procedure for E-Voting

- 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 on Monday, 25th March 2024.
- The web address, login details and password will be communicated to members via email. The security codes will be communicated to members through SMS from the web portal of FAMCO Share Registrar Services (Private) Limited (being the e-voting service provider).
- Identity of the members intending to cast vote through e-voting shall be authenticated through electronic signature or authentication for login.
- E-Voting lines will start from Friday, 22nd March 2024, 09:00 am and shall close on Monday, 25th March 2024 at 5:00 pm. 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.

#### Procedure for Voting through Postal Ballot

Members opting for voting through postal ballot shall ensure that duly filled and signed ballot papers along with copy of valid Computerized National Identity Card (CNIC) / copy of passport (non-resident) should reach the Chairperson of the meeting through post on the Company's registered address: The Harbour Front, 9th Floor, Dolmen City, HC-3, Block 4, Marine Drive, Clifton, Karachi, or e-mail at [company.secretary@cnergyico.com](mailto:company.secretary@cnergyico.com) on or before Monday, 25th March 2024 during working hours. The signatures on the ballot paper shall match with the signature on CNIC. A postal ballot received after this time / date shall not be considered for voting.

Please note that in case of any dispute in voting including the casting of more than one vote, the Chairperson of the Meeting shall be the deciding authority.

For convenience of the members ballot paper is annexed to this notice and is also available for download on Company's website [www.cnergyico.com](http://www.cnergyico.com).

#### Intimation of Change of Address and Zakat Declaration

Members holding share certificates should notify any change in their registered address and, if applicable, submit their non-deduction of zakat declaration form to the Shares Registrar.

Members holding shares in CDC / participant accounts should update their addresses and, if applicable, submit their non-deduction of zakat declaration form to the CDC or the respective participants / stockbrokers.

#### Submission of CNIC Copies

A list of members who have not submitted copies of their CNICs be viewed on the Company's website [www.cnergyico.com](http://www.cnergyico.com).

#### Deposit of Physical Shares into CDC Account

Section 72 of the Companies Act, 2017 requires every company to replace its physical shares with book-entry form within the period to be notified by the SECP. Members having physical shareholding are accordingly encouraged to open their account with Investor Accounts Services of CDC or Sub Account with any of the brokers and convert their physical shares into scrip less form. This will facilitate the members in many ways, including safe custody and sale of shares, any time they want, as the trading of physical shares is not permitted as per existing regulations of the Pakistan Stock Exchange Limited.

#### Video Conference Facility

Members can also avail video conference facility at Lahore and Islamabad. In this regard, please fill the requisite form (available on Company's website [www.cnergyico.com](http://www.cnergyico.com)) and submit to registered address of the Company 10 days before holding of the Meeting.

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 10 days prior to date of the Meeting, the Company will arrange video conference facility in the city subject to availability of such facility in that city.

The Company will intimate members regarding venue of video conference facility at least 5 days before the date of the Meeting along with complete information necessary to enable them to access the facility.

The Notice of Meeting has been placed on the Company's website [www.cnergyico.com](http://www.cnergyico.com) in addition to its dispatch to the shareholders.

#### Provision of Information

Copies of the Memorandum and Articles of Association of the Company; Statement under Section 134(3) of the Companies Act, 2017 in respect of the material facts of the special business; Statement under Section 281 of the Companies Act, 2017; Scheme of Arrangement dated January 22, 2024; Letter dated January 15, 2024 issued by A. F. Ferguson & Co. (a member firm of the PwC network); Special purpose unconsolidated financial statements of the Company audited for the period from July 1, 2023 to September 30, 2023; and any other information relevant to the special business in respect of the Company shall be available upon request, and for inspection, by any person entitled to attend the Meeting from the registered office of the Company, located at The Harbour Front, 9th Floor, Dolmen City, HC-3, Block 4, Marine Drive, Clifton, Karachi, free of cost during normal office hours, from the date of this notice till the conclusion of the Meeting. The said information shall also be placed for inspection of members of the Company during the Meeting.

The notice of the Meeting along with the statements, the Scheme of Arrangement and the latest annual and special purpose audited financial statements of the Company have also been placed on the website of the Company.

#### Statement under section 134(3) of the Companies Act, 2017 concerning the Special Business

The statement pertaining to the material facts of the special business to be transacted at the Meeting, including the nature and interests of the directors of the Company with respect to the Scheme of Arrangement, along with any ancillary information, may be obtained upon request by any person entitled to attend the Meeting from the registered office of the Company situated at The Harbour Front, 9th Floor, Dolmen City, HC-3, Block 4, Marine Drive, Clifton, Karachi, free of cost during normal office hours.

The aforesaid statement has been sent along with the notice of Meeting to the members.

#### Statement under section 281 of the Companies Act, 2017 concerning the Special Business

The statement under section 281(1)(a) of the Companies Act, 2017 setting forth the terms of Scheme of Arrangement and explanation of its effects, including the interests of the directors of the Company, and the effect of those interests along with other ancillary information, may be obtained upon request by any person entitled to attend the Meeting from the registered office of the Company, free of cost during normal office hours.

The aforesaid statement has been sent along with the notice of Meeting to the members.



# سنرجیکو پی کے لمیٹڈ

## ڈاک کے ذریعے ووٹنگ کے لیے بیلٹ پیپر



Registered Office: The Harbour Front, 9th Floor, Dolmen City, HC-3, Block-4, Marine Drive, Clifton, Karachi. Contact: +(92 21) 111 222 081, Website: www.cnergyico.com

Cnergyico Pk Limited (the "Company") کی غیر معمولی جزل میٹنگ میں لین دین کے لیے خصوصی کاروبار کے لیے ڈاک کے ذریعے ووٹنگ منگل 26 مارچ 2024 کو صبح 10:00 بجے دی چارٹرڈ انسٹی ٹیوٹ واقع چارٹرڈ اکاؤنٹنٹس ایونیو، کلفٹن کراچی - 75600 کے موسی ڈی ڈیسائی آڈیٹوریم میں منعقد کی جائے گی۔

فولیو / CDS اکاؤنٹ نمبر	
شعبہ ہولڈر کا نام / شریک ہولڈر	
پراکسی ہولڈر کا نام	
رجسٹرڈ پتہ	
شیئرز کی تعداد	
CNIC / پاسپورٹ نمبر (کاپی منسلک کرنا لازمی ہے)	
اضافی معلومات اور انکلوژرز (ہاڈی کارپوریٹ، کارپوریشن اور وفاقی حکومت کے نمائندے کی صورت میں۔)	
مجاز دستخط کنندہ کا نام	
CNIC / پاسپورٹ نمبر (کاپی منسلک کرنا لازمی ہے)	

ووٹنگ کے لیے ہدایات

1. براہ کرم متعلقہ باکس پر نشان لگا کر (✓) اپنے ووٹ کی نشاندہی کریں۔

2. اگر دونوں خانوں پر (✓) کا نشان لگایا گیا ہے، تو آپ کے بیلٹ پیپر کو "مسترد" سمجھا جائے گا۔

میں / ہم مندرجہ ذیل خصوصی قرارداد کے سلسلے میں اپنا ووٹ پوسٹل بیلٹ کے ذریعے استعمال کرتا ہوں / کرتے ہیں اور ذیل میں مناسب باکس میں ٹک (✓) کا نشان لگا کر درج ذیل قرارداد پر اپنی / اپنی رضامندی یا اختلاف رائے پہنچاتا ہوں / پہنچاتے ہیں

سیریل نمبر	اپیش قراردادوں کی تفصیل	عام شیئرز کی تعداد جن کے لیے ووٹ کاسٹ کیے گئے	میں / ہم قراردادوں کی منظوری دیتے ہیں / دیتا ہوں (حق میں)	میں / ہم قراردادوں سے اختلاف کرتے ہیں / کرتا ہوں (خلاف)
	<p>سندھ ہائی کورٹ کے کراچی میں مورخہ 6 فروری 2024 کے حکم کے مطابق، 2024 کی سول متفرق درخواست نمبر 169، 2024 کی جے سی ایم نمبر 4 والی پٹیشن میں منظور کی گئی، غور کرنے اور، اگر مناسب سمجھا، منظور کرنے کے لیے، ترمیم کے ساتھ یا اس کے بغیر، کمپنی اور اس کے مکمل ملکیتی ذیلی اداروں کی کارپوریٹ تنظیم نو / تنظیم نو کے لیے درج ذیل قرارداد، یعنی Basicorco ORB 1 (پرائیویٹ) لمیٹڈ، Basicorco ORB 2 (پرائیویٹ) لمیٹڈ، Basicorco OMB 1 (پرائیویٹ) لمیٹڈ، Basicorco OMB 2 (پرائیویٹ) لمیٹڈ، Basicorco OMB 1 (پرائیویٹ) لمیٹڈ، Basicorco OMB 2 (پرائیویٹ) لمیٹڈ، Basicorco CPB 1 (پرائیویٹ) لمیٹڈ، Basicorco CPB 2 (پرائیویٹ) لمیٹڈ، Cnergyico Isomorate PK (پرائیویٹ) لمیٹڈ ("ISOM")، جس میں (A) کمپنی کو چھ حصوں / کاموں میں تقسیم کرنا شامل ہے (یعنی ORB 1 Demerged Undertaking، ORB 2 Demerged Undertaking، OMB Demerged Undertaking، OSB Demerged Undertaking، CPB Demerged Undertaking اور Retaining) اور انضمام کے ذریعے:</p> <p>i) ORB 1 کا ORB 1 کے ساتھ اور اس میں ڈیمرجڈ انٹر ٹیکنگ؛</p> <p>ii) ORB 2 کے ساتھ اور ORB 2 میں انٹر ٹیکنگ؛</p> <p>iii) OMB کے ساتھ اور OMB میں ڈیمرجڈ انٹر ٹیکنگ؛</p> <p>iv) OSB کے ساتھ اور OSB میں ڈیمرجڈ انٹر ٹیکنگ؛ اور</p> <p>v) CPB کے ساتھ اور CPB میں انٹر ٹیکنگ کا خاتمہ، اور (B) انضمام، انضمام کے ذریعے، ORB 2 کے ساتھ اور اس میں آئی ایس او ایم کے پورے انٹر ٹیکنگ کا، اس سے متعلق تمام ذیلی امور کے ساتھ، مورخہ 22 جنوری 2024 کو ترتیب دینے کی اسکیم کے مطابق، جیسا کہ 21 دسمبر 2023 کو کمپنی کے ڈائریکٹرز بورڈ آف بورڈ نے منظور کیا تھا۔</p> <p>منظور کیا گیا ہے کہ 22 جنوری 2024 کو ترتیب دینے کی اسکیم، کمپنیز ایکٹ 2017 کے سیکشن 279 تا 283 اور 285 کے تحت تیار کی گئی ہے، دوسری باتوں کے ساتھ:</p> <p>A) Cnergyico Pk Limited کو چھ حصوں میں تقسیم کرنے / الگ کرنے کے لیے انٹر ٹیکنگ (یعنی ORB 1 ڈیمرجڈ انٹر ٹیکنگ، ORB 2 ڈیمرجڈ انٹر ٹیکنگ، OMB ڈیمرجڈ انٹر ٹیکنگ، OSB ڈیمرجڈ انٹر ٹیکنگ، CPB ڈیمرجڈ انٹر ٹیکنگ اور برقرار رکھنے والے انٹر ٹیکنگ) اور انضمام کے ذریعے:</p> <p>i) ORB 1 کے ساتھ انضمام Basicorco ORB 1 (پرائیویٹ) لمیٹڈ میں</p> <p>ii) Basicorco ORB 2 (پرائیویٹ) لمیٹڈ کے ساتھ اور ان میں ڈیمرجڈ انٹر ٹیکنگ؛</p> <p>iii) Basicorco OMB 1 (پرائیویٹ) لمیٹڈ کے ساتھ اور ان میں OMB ڈیمرجڈ انٹر ٹیکنگ؛</p> <p>iv) OSB Basicorco OSB 2 (پرائیویٹ) لمیٹڈ کے ساتھ اور ان میں OSB ڈیمرجڈ انٹر ٹیکنگ؛</p> <p>v) Basicorco CPB 1 (پرائیویٹ) لمیٹڈ کے ساتھ اور ان میں CPB ڈیمرجڈ انٹر ٹیکنگ؛</p> <p>(B) اور انضمام کے ذریعے، Cnergyico Isomorate PK (پرائیویٹ) لمیٹڈ کے ساتھ اور (پرائیویٹ) لمیٹڈ کے ساتھ اور اس میں تمام ذیلی اور وفاقی معاملات کے ساتھ انضمام کو، اجلاس کے سامنے غور کے لیے رکھا گیا ہے۔ اور منظوری، جو اس کے ذریعے منظور کی جائے اور منظور کی جائے، اس کے ساتھ، کراچی میں سندھ ہائی کورٹ کی طرف سے مطلوبہ کسی بھی ترمیم / ترمیم یا شرائط کے ساتھ، جو کمپنیز ایکٹ، 2017 کی دفعات کے مطابق کراچی میں سندھ کی معزز ہائی کورٹ کی منظوری سے مشروط ہے۔</p>			

شیئرز ہولڈر / پراکسی ہولڈر / مجاز دستخط کنندہ کے دستخط (براہ کرم کارپوریٹ ادارے کی صورت میں کمپنی کا ڈاک ٹکٹ لگائیں)

تاریخ \_\_\_\_\_ مقام \_\_\_\_\_

نوٹ / بیلٹ پیپر جمع کرانے کا طریقہ کار:

- مکمل اور درست طور پر بھرا ہوا پوسٹل بیلٹ چیئر پرسن، Cnergyico Pk Limited, The Harbor Front, 9th Floor, Dolmen City, HC-3, Block-4, Marine Drive, Clifton، کراچی کو بھیجا جائے یا company.secretary@cnergyico.com پر ای میل کریں۔
- CNIC / پاسپورٹ کی کاپی (غیر ملکی ہونے کی صورت میں) پوسٹل بیلٹ فارم کے ساتھ منسلک ہونی چاہیے۔
- پوسٹل بیلٹ پیپر، سوموار 25 مارچ 2024 تک یا اس سے پہلے کاروباری اوقات کے اندر چیئر پرسن تک پہنچ جانا چاہیے۔ اس تاریخ کے بعد موصول ہونے والا کوئی بھی پوسٹل بیلٹ ووٹنگ کے لیے زیر غور نہیں آئے گا۔
- پوسٹل بیلٹ پر دستخط CNIC / پاسپورٹ (غیر ملکی کی صورت میں) کے دستخط سے مماثل ہونا چاہیے۔
- نامکمل، بغیر دستخط شدہ، غلط، مسخ شدہ، پھٹا ہوا، مسخ شدہ، زیادہ لکھا ہوا بیلٹ پیپر مسترد کر دیا جائے گا۔
- ہاڈی کارپوریٹ، کارپوریشن یا وفاقی حکومت کے نمائندے کی صورت میں، بیلٹ پیپر فارم کے ساتھ کسی مجاز شخص کے CNIC کی کاپی، بورڈ ریزولوشن / پاور آف اٹارنی / اتھارٹی لیٹر وغیرہ کی تصدیق شدہ کاپی ہونا ضروری ہے۔ کمپنیز ایکٹ 2017 کے سیکشن (ز) 138 یا 139 کے مطابق جیسا کہ قابل اطلاق ہے۔
- بیلٹ پیپر فارم کمپنی کی ویب سائٹ www.cnergyico.com پر بھی رکھا گیا ہے۔ ممبران ویب سائٹ سے بیلٹ پیپر ڈاؤن لوڈ کر سکتے ہیں یا اخبارات میں شائع ہونے والی اصل / فوٹو کاپی استعمال کر سکتے ہیں۔



## CNERGYICO PK LIMITED BALLOT PAPER FOR VOTING THROUGH POST

**Registered Office:** The Harbour Front, 9th Floor, Dolmen City, HC-3, Block-4, Marine Drive, Clifton, Karachi. Contact: +(92 21) 111 222 081, Website: www.cnergyico.com

For voting through post for the Special Businesses to be transacted at the Extraordinary General Meeting of Cnergyico Pk Limited (the "Company") to be held on Tuesday, 26th March 2024 at 10:00 am at the Moosa D. Desai Auditorium of The Institute of Chartered Accountants of Pakistan (ICAP), Chartered Accountants Avenue, Clifton Karachi-75600.

Folio / CDS Account Number	
Name of Shareholder / Joint-holder	
Name of Proxy Holder	
Registered Address	
Number of shares held	
CNIC/Passport Number (copy to be attached)	
Additional Information and enclosures (In case of representative of body corporate, corporation and Federal Government.)	
Name of Authorized Signatory	
CNIC/Passport Number (copy to be attached)	

**INSTRUCTIONS FOR POLL**

1. Please indicate your Vote by ticking (✓) the relevant box.
2. In case both the boxes are marked as (✓), your ballot paper shall be treated as "Rejected".

I/we hereby exercise my/our vote in respect of the following **Special Resolution** through postal ballot by conveying my/our assent or dissent to the following resolution by placing tick (✓) mark in the appropriate box below.

Sr. No.	Description of Special Resolutions	No. of ordinary shares for which votes cast	I / We assent to the Resolutions (FOR)	I / We dissent to the Resolutions (AGAINST)
1.	<p>Pursuant to the Order of the High Court of Sindh at Karachi dated February 6, 2024, passed in Civil Miscellaneous Application No. 169 of 2024, in Petition bearing J. C. M. No. 4 of 2024, to consider and, if thought fit, to pass, with or without modification, the following resolution for, inter alia, a corporate reorganization / restructuring of the Company and its wholly owned subsidiaries i.e. Bosisorco ORB 1 (Private) Limited ("ORB 1"), Bosisorco ORB 2 (Private) Limited ("ORB 2"), Bosisorco OMB 1 (Private) Limited ("OMB"), Bosisorco OSB 2 (Private) Limited ("OSB"), Bosisorco CPB 1 (Private) Limited ("CPB") and Cnergyico Isomerate Pk (Private) Limited ("ISOM"), involving (A) the bifurcation / separation of the Company into six segments / undertakings (i.e. the ORB 1 Demerged Undertaking, ORB 2 Demerged Undertaking, OMB Demerged Undertaking, OSB Demerged Undertaking, CPB Demerged Undertaking and Retained Undertaking), and the merger, by way of amalgamation, of the (i) ORB 1 Demerged Undertaking with and into ORB 1; (ii) ORB 2 Demerged Undertaking with and into ORB 2; (iii) OMB Demerged Undertaking with and into OMB; (iv) OSB Demerged Undertaking with and into OSB; and (v) CPB Demerged Undertaking with and into CPB; and (B) the merger, by way of amalgamation, of the entire undertaking of ISOM with and into ORB 2, along with all ancillary matters thereto, in accordance with the Scheme of Arrangement dated January 22, 2024, as approved by the Board of Directors of the Company on December 21, 2023.</p> <p><b>RESOLVED THAT</b> the Scheme of Arrangement dated January 22, 2024, prepared under the provisions of Sections 279 to 283 and 285 of the Companies Act, 2017, for, inter alia, (A) the bifurcation / separation of Cnergyico Pk Limited into six segments / undertakings (i.e. the ORB 1 Demerged Undertaking, ORB 2 Demerged Undertaking, OMB Demerged Undertaking, OSB Demerged Undertaking, CPB Demerged Undertaking and Retained Undertaking), and the merger, by way of amalgamation, of the (i) ORB 1 Demerged Undertaking with and into Bosisorco ORB 1 (Private) Limited; (ii) ORB 2 Demerged Undertaking with and into Bosisorco ORB 2 (Private) Limited; (iii) OMB Demerged Undertaking with and into Bosisorco OMB 1 (Private) Limited; (iv) OSB Demerged Undertaking with and into Bosisorco OSB 2 (Private) Limited; and (v) CPB Demerged Undertaking with and into Bosisorco CPB 1 (Private) Limited; and (B) the merger, by way of amalgamation, of the entire undertaking of Cnergyico Isomerate Pk (Private) Limited with and into Bosisorco ORB 2 (Private) Limited, along with all ancillary and incidental matters thereto, placed before the meeting for consideration and approval, be and is hereby approved and adopted, along with any modifications / amendments required or conditions imposed by the High Court of Sindh at Karachi, subject to sanction by the Honorable High Court of Sindh at Karachi, in terms of the provisions of the Companies Act, 2017.</p>			

Date: \_\_\_\_\_ Place: \_\_\_\_\_

**Signature of Shareholder(s)/Proxy Holder/Authorised Signatory**  
(Please affix company stamp in case of corporate entity)

**NOTES / PROCEDURE FOR SUBMISSION OF BALLOT PAPER:**

1. Duly filled postal ballot should be sent to The Chairperson, Cnergyico Pk Limited, The Harbour Front, 9th Floor, Dolmen City, HC-3, Block-4, Marine Drive, Clifton, Karachi or email at company.secretary@cnergyico.com.
2. Copy of CNIC/Passport (in case of foreigner) should be enclosed with the postal ballot form.
3. Postal Ballot Paper should reach Chairperson within business hours by or before Monday, 25th March 2024. Any postal ballot received after this date, will not be considered for voting.
4. Signature on postal ballot should match with signature on CNIC/Passport (in case of foreigner).
5. Incomplete, unsigned, incorrect, defaced, torn, mutilated, over written ballot paper will be rejected.
6. In case of a representative of a body corporate, corporation or Federal Government, the Ballot Paper Form must be accompanied by a copy of the CNIC of an authorized person, an attested copy of Board Resolution / Power of Attorney / Authorization Letter etc., in accordance with Section(s) 138 or 139 of the Companies Act, 2017 as applicable.
7. Ballot Paper form has also been placed on the website of the Company at: www.cnergyico.com. Members may download the ballot paper from the website or use an original/photocopy published in newspapers