

Notice of Annual General Meeting

Notice is hereby given that the 19th Annual General Meeting (being the 30th General Meeting) of the Company will be held at Attock House, Morgah, Rawalpindi, on September 16, 2014 at 12:00 p.m. to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the audited financial statements of the Company together with Directors' and Auditor's Reports for the year ended June 30, 2014.
2. To approve a final cash dividend of 300% i.e. Rs. 30/- per share of Rs. 10/- each, as recommended by the Board of Directors in addition to the interim dividend of Rs. 17.50 per share i.e. 175% already paid to the shareholders, thus making a total of Rs. 47.50 per share i.e. 475% for the year ended June 30, 2014.
3. To appoint auditors for the year ending June 30, 2015 and to fix their remuneration.

BY ORDER OF THE BOARD



Rehmat Ullah Bardaie
Company Secretary

Registered Office:
Attock House
Morgah, Rawalpindi.

August 26, 2014

NOTES:

PARTICIPATION IN THE ANNUAL GENERAL MEETING:

A member entitled to attend and vote at the meeting is entitled to appoint any other person/representative as his/her proxy to attend and vote. Proxies in order to be effective must be received at the Registered Office of the Company duly stamped and signed not less than 48 hours before the meeting.

CDC account holders will further have to follow the under mentioned guidelines as laid down in Circular 1 dated January 26, 2000 issued by the Securities & Exchange Commission of Pakistan.

A. FOR ATTENDING THE MEETING:

- i. In case of individuals, the account holders or sub-account holders and/or the persons whose securities are in group account 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/or the persons whose securities are in group account and their registration details are uploaded as per the regulations, shall submit the proxy form as per the above requirements.
- ii. The proxy form shall be witnessed by two persons whose names, addresses and CNIC numbers shall be mentioned on the form.
- iii. Attested copies of CNIC or the passport of the beneficial owners and the proxy shall be furnished with the proxy form.
- iv. The proxies shall produce their original CNIC or original passport at the time of meeting.
- v. 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.

DEDUCTION OF INCOME TAX FROM DIVIDEND AT REVISED RATES:

Pursuant to the provisions of Finance Act, 2014 effective July 01, 2014 reforms have been made with regards to deduction of income tax. For cash dividend, the rates of deduction of income tax, under Section 150 of Income Tax Ordinance 2001, have been revised as follows:

1	Rate of tax deduction for filers of Income Tax Return	10%
2	Rate of tax deduction for non-filers of Income Tax Return	15%

For the Year 2014, filers of the tax return are the taxpayers whose name appears in the list already issued by Federal Board of Revenue (FBR) for the year ended June 30, 2013.

EXEMPTION FROM DEDUCTION OF INCOME TAX / ZAKAT:

Members seeking exemption from deduction of income tax or are eligible for deduction at a reduce rate are requested to submit a valid tax certificate or necessary documentary evidence as the case may be. Members desiring non-deduction of zakat are also requested to submit a valid declaration for non-deduction of zakat.

CLOSURE OF SHARE TRANSFER BOOKS:

The Share transfer books of the Company will remain closed and no transfer of shares will be accepted for registration from September 09, 2014 to September 16, 2014 (both days inclusive). Transfers received in order at the office of the Company's share registrar, THK Associates (Private) Limited, 2nd Floor, State Life Building-3, Dr. Ziauddin Ahmed Road, Karachi at the close of business on September 08, 2014 will be treated in time for the purpose of payment of final cash dividend, if approved by the shareholders.

COMPUTERIZED NATIONAL IDENTITY CARD NUMBER (CNIC) / NATIONAL TAXPAYER NUMBER (NTN):

Members are requested to provide attested photocopy of their CNIC or NTN (in case of corporate entities) directly to our share registrar in order to meet the mandatory requirement of the SECP, SRO 831(I)/2012 dated July 05, 2012 which requires that the dividend warrant should bear CNIC number of the member.

CHANGE OF ADDRESS:

Members are requested to promptly notify any change of address to the Company's share registrar.

AVAILABILITY OF AUDITED FINANCIAL STATEMENTS ON COMPANY'S WEBSITE:

The audited financial statements of the Company for the year ended June 30, 2014 have been made available on the Company's website www.apl.com.pk, in addition to annual and quarterly financial statements for the prior years.

DIVIDEND MANDATE OPTION:

In accordance with the SECP's Circular No.18 of 2012 dated June 5, 2012, the shareholders have been given an opportunity to authorise the Company to make payment of cash dividend through direct credit to shareholder's bank account. To opt for the dividend mandate option as stated, the Dividend Mandate Form available at Company's website i.e. www.apl.com.pk needs to be duly filled and submitted to our share registrar at the earliest.

STATEMENT UNDER SECTION 160(1)(b) OF THE COMPANIES ORDINANCE, 1984.

STATEMENT UNDER SRO 27(I) / 2012 DATED JANUARY 16, 2012:

Status of the investment in Associated Companies

Information as required under the Regulation 4(2) of the Companies (Investment in Associated Companies or Associated Undertakings) Regulations, 2012, the status of the investments in Associated Companies against approval held by the Company in the AGM held on September 27, 2007 is as under:

1. Total investment approved:

The Company has approved equity investment in the following Associated Companies to the extent of maximum 2.5% of the paid up capital of each investee company with overall amount not exceeding Rs. 2,500 million:

National Refinery Limited	(NRL)
Attock Refinery Limited	(ARL)
Pakistan Oilfields Limited	(POL)
Attock Cement Pakistan Limited	(ACPL)

2. Amount of Investment made to date:

Except for ARL, no investment has been made in any other Associated Concern. Investment of Rs. 310.502 million has been made against this approval to date which represents 1.679% of paid up capital of Attock Refinery Limited.

3. Reasons for not having made complete investment to date:

Partial investment has been made in ARL and no investment has been made in other Associated Companies due to change in the Government policies, less than satisfactory growth and improvement in GDP and other macroeconomic indicators respectively. The investment will be made in future depending on the improved macroeconomic factors and feasible investment environment.

4. Major change in financial position of investee companies since the date of last resolution:

Changes in financial position are as follow:

i. Earnings per share (restated):

Name of the Company	Year ended June 30, 2007	Year ended June 30, 2013	Nine Months ended March 31, 2014*
Rs. Per Share			
NRL	52.56	35.57	4.73
ARL	8.78	45.91	21.64
POL	25.11	45.78	42.71
ACPL	9.18	18.65	12.29

ii. Break-up value per share:

Name of the Company	March 31, 2007	June 30, 2013	March 31, 2014*
Rs. Per Share			
NRL	164.21	336.00	324.31
ARL	90.62	212.04	230.42
POL	92.30	139.29	136.99
ACPL	44.52	79.80	69.13

* The above figures are based on latest available financial statements.