
**NOTICE OF
EXTRA ORDINARY GENERAL MEETING**



Macter International Limited



Macter International Limited

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NOTICE is hereby given that an Extra Ordinary General Meeting (the meeting) of the members of Macter International Limited (the Company) will be held on Friday, January 29, 2021 at 11:00 a.m. electronically through video link facility to be managed from the Company's registered office at F-216 SITE, Karachi, to transact the following business:

SPECIAL BUSINESS:

1. To consider and if thought fit, to pass with or without modification(s), the following as special resolution for alteration in Articles of Association of the Company.

Resolved that, the existing Clause 73 of the Articles of Association of the Company be and is hereby amended, substituted with the clause as follows:

"The remuneration of non-executive directors for attending meeting(s) of the Board and Committees of the Board shall be determined by the Board Human Resource and Remuneration Committee and approved by the Board subject to the provisions of applicable laws and rules.

In addition non-executive directors shall be entitled to be reimbursed reasonable traveling and hotel expenses for attending the meeting(s) of the Board and Committees of the Board"

(Statement under Section 134 (3) of the Companies Act, 2017 pertaining to special business is enclosed)

By Order of the Board

Asif Javed
Company Secretary

January 8, 2021
Karachi

NOTES:

1. **Closure of Share Transfer Books**

The share transfer books of the Company will remain closed from January 22, 2021 to January 29, 2021 (both days inclusive). The Members whose names appear on the Register of Members as on January 21, 2021 shall be entitled to attend and vote at the meeting.



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2. Participation in meeting through Video Link Facility

- (i) In pursuance of SECP's Circular No. 5 dated March 17, 2020, and Circular No. 33 dated November 5, 2020 respectively pertaining to Regulatory Relief to dilute impact of Corona Virus (COVID 19) for Corporate Sector, the members shall be entitled to attend the proceedings of the EOGM through online means using a video link facility, Zoom application or other electronic means for the safety and well-being of the valued members and the general public.
- (ii) The members who wish to attend the meeting through video link are requested to get themselves registered by sending their particulars at the designated e-mail address (cosec@macter.com), giving particulars as per below table by the close of business hours (5:00 p.m.) on January 21, 2021:

Full Name	CNIC No.	Folio No. / CDS No.	No. of Shares Held	Cell No.	E-mail address

- (iii) The webinar link would be provided through email to the registered members / proxies who will provide all the requested information and a copy of valid CNIC. The members are also encouraged to send their questions, if any, relating to the agenda items of the meeting on the above-mentioned e-mail address by the close of business hours (5:00 p.m.) on January 21, 2021.

3. Appointment of Proxy

A member entitled to attend, speak and vote at this meeting may appoint any other member as his/her proxy to attend, speak and vote on his/her behalf. The proxy form shall be witnessed by two persons whose names, addresses and Computerized National Identity Card (CNIC) numbers shall be mentioned on the proxy form. Instrument appointing a proxy along with valid copy of CNIC of the beneficial owner and the proxy must be received at the Company's Registered Office, F-216, SITE, Karachi not later than 48 hours before the time of the meeting. In case of corporate entity, the Board of Directors' resolution/power of attorney with specimen signature must be submitted (unless it has been provided earlier) along with proxy form to the Company.

In pursuance of Circular No. 1. of 2000 of SECP dated January 26, 2000 the beneficial owners of the shares registered in the name of Central Depository Company (CDC) and/or their proxies are required to produce their CNIC or passport for identification purpose at the time of attending the meeting.

4. Change of Address

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



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STATEMENT UNDER SECTION 134(3) OF THE COMPANIES ACT, 2017 READ WITH SRO 423/(I)/2018, DATED APRIL 3, 2018 IN CONNECTION WITH SPECIAL BUSINESS

This statement sets out the material facts concerning the special business to be transacted at the Extraordinary General Meeting of the Company to be held on Friday, January 29, 2021 at 11:00 a.m. electronically through video-link arrangement.

Amendment in Articles of Association of the Company

In view of Board's responsibilities and enhanced role under the Code of Corporate Governance and other statutory obligations, Non-executive directors have to devote more time and expertise in the overall stewardship of the Company. Hence, the Board in its meeting held on December 30, 2020 recommended for alteration in Clause 73 of the Articles of Association of the Company to facilitate decisions relating to any change in non-executive director's meeting fee with the approval of Board.

A comparative analysis of the existing clause with the proposed amendment is set out below.

ARTICLES OF ASSOCIATION		Reasons for change
Existing Clause 73	Proposed Clause 73	
"The remuneration of the Directors other than regular paid & full time working directors shall from time to time be determined by the Directors and if so desired by the Directors the Company in General Meeting shall determine the same subject to the provisions of the Ordinance. Every Director other than regular paid and full time working Director shall be entitled to a Fee of not more than Rs.25,000/- for attending meeting(s) of the Board and Committees of the Board and in addition will be reimbursed traveling and hoteling expenses for attending the meeting as determined and approved by the Board".	"The remuneration of non-executive directors for attending meeting(s) of the Board and Committees of the Board shall be determined by the Board Human Resource and Remuneration Committee and approved by the Board subject to the provisions of applicable laws and rules. In addition non-executive directors shall be entitled to be reimbursed reasonable traveling and hotel expenses for attending the meeting(s) of the Board and Committees of the Board"	-Avoid amending Articles whenever there is any change in Directors' remuneration. -Approving mechanism for the determination of the scale of remuneration for Directors.

The Board confirms that the proposed alteration is in line with the applicable provisions of the law and regulatory framework.



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FORM OF PROXY

Extra Ordinary General Meeting

I / We, _____ of _____ being the member(s) of **Macter International Limited** and holder of _____ Ordinary Shares as per Share Register Folio/CDC Account No. _____ hereby appoint Mr. / Ms. _____ having CNIC No. or Passport No. _____ Folio/CDC Account No. _____ of _____ or failing him / her Mr. / Ms. _____ having CNIC No. or Passport No. _____ Folio/CDC Account No. _____ of _____ who is also a member of the Company as my/our proxy to attend and vote for me/us and on my/our behalf at the Extra Ordinary general meeting of the Company to be held on January 29, 2021 at 11:00 am and/or at any adjournment thereof.

Signed this _____ day of January, 2021

Witnesses: 1. Signature: _____
Name: _____
CNIC#: _____
Address: _____
2. Signature: _____
Name: _____
CNIC#: _____
Address: _____

Rupees Five
Revenue Stamps

Signature _____

(The signature should agree with the specimen signature already provided to the Company)

IMPORTANT:

1. This proxy form, duly completed and signed, must be received at the Registered Office of the Company, F-216, SITE, Karachi at least 48 hours before the time fixed for the meeting.
2. This form should be signed by the member or by his/her attorney duly authorized in writing. If the member is a Corporation, its common seal should be affixed to the instrument.

For CDC Account Holders/Corporate Entities

In addition to the above the following requirements have to be met.

- (i) The proxy form shall be witnessed by two persons whose names, addresses and CNIC or Passport Numbers shall be mentioned on the form.
- (ii) 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 meeting.
- (iv) In case of a corporate entity, the Board of Directors' resolution/power of attorney with specimen signature shall be submitted (unless it has been provided earlier) alongwith proxy form to the Company.

