

**FORM- 4**

September 30, 2021

**The General Manager**  
Pakistan Stock Exchange Limited  
Stock Exchange Building,  
Stock Exchange Road,  
Karachi.

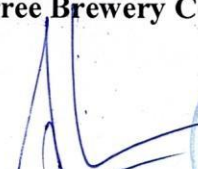
**NOTICE OF 154<sup>th</sup> ANNUAL GENERAL MEETING**

Dear Sir,

Enclosed please find a copy of the Notice of the 154<sup>th</sup> Annual General Meeting to be held on October 22, 2021 for circulation amongst the TRE Certificate Holders of the Exchange.

Yours Sincerely,

for Murree Brewery Company limited.

  
**Ch. Waqar A. Kahloon**  
Company Secretary



Enclosed As above

**MURREE BREWERY CO.LTD.**

National Park Road. P.O. Box #13, Rawalpindi, Pakistan.  
Phone: (92-51) 5567041-7. Fax: (92-51) 5584420, 5529084, 5567188.  
E-mail: murbr@cyber.net.pk, murreebrewery@cyber.net.pk  
www.murreebrewery.com





*Murree Brewery Company Limited*  
**MURREE BREWERY COMPANY LIMITED**  
**3-NATIONAL PARK ROAD RAWALPINDI, PAKISTAN**  
**NOTICE OF 154<sup>TH</sup> ANNUAL GENERAL MEETING**

Notice is hereby given that the 154<sup>th</sup> Annual General Meeting of the Company (AGM) will be held at its Registered Office, 3-National Park Road, Rawalpindi on Friday, October 22, 2021 at 9:30 a.m. to transact the following business:

1. To receive, consider and adopt the audited financial statements of the Company together with the Directors' and Auditor's Reports for the year ended June 30, 2021 and Chairman's Review Report.
2. To approve the payment of final cash dividend of 100% i.e. Rs. 10/- per share of Rs. 10/- each, as recommended by the Board of Directors. This is in addition to the interim dividends of 200% i.e. Rs. 20/- per share already declared and paid to the shareholders, thus, making a total cash dividend of 300% i.e. Rs. 30/- per share for the year ended June 30, 2021.
3. To appoint Auditors of the Company and to fix their remuneration. The members are hereby notified that the Audit & Risk Management Committee and Board of Directors have recommended the appointment of retiring Auditors, M/s KPMG Taseer Hadi & Co. Chartered Accountants, as auditors of the Company.
4. **SPECIAL BUSINESS:**  
To consider and approve transmission of annual reports including annual audited financial statements, auditor's report and directors' report, notices of annual general meetings and other information contained therein of the Company to members either through CD or DVD or USB at their registered addresses in terms of S.R.O. 470(I)/2016 dated 31 May 2016 issued by Securities and Exchange Commission of Pakistan and to pass the following resolution as an Ordinary Resolution, with or without modification:

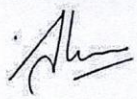
**"Resolved that** consent & approval of the members of Murree Brewery Company Limited (the "Company") be and is hereby accorded for transmission of annual reports including annual audited accounts, notices of annual general meetings and other information contained therein of the Company to the members for future years commencing from the year ending on 30 June 2022 through CD or DVD or USB instead of transmitting the same in hard copies.

**Resolved further** that Chief Executive Officer or Company Secretary of the Company be and is hereby authorized to do all acts, deeds and things, take or cause to be taken all necessary actions to implement to comply with all legal formalities and requirements and file necessary documents as may be necessary or incidental for the purposes of implementing this resolution".

BY ORDER OF THE BOARD

Rawalpindi  
October 01, 2021



  
**Ch. Waqar A. Kahloon**  
Company Secretary

**NOTES:**

**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 October 16, 2021 to October 22, 2021 (both days inclusive). Transfers received in order at "CDC Share Registrar Services Limited, CDC House, 99-B, Block 'B', S.M.C.H.S. Main Shahrah-e-Faisal, Karachi" at the close of business (5 p.m.) on October 15, 2021 will be treated in time for the purpose of entitlement of cash dividend and to attend, speak and vote at the AGM.

**RIGHT TO APPOINT PROXY**

A member is entitled to appoint a proxy in his/her place to attend and vote instead of him/her. The instrument appointing a proxy, duly stamped and signed, and the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of the power of attorney or authority must be deposited at the Registered Office of the Company, 3-National Park Road, Rawalpindi not later than 48 hours (excluding non-working days) before the time of the meeting. A proxy must be a member of the Company. Form of proxy in English and Urdu Language is enclosed herewith.

**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.



# Murree Brewery Company Limited

## FOR APPOINTING PROXIES:

- A member may appoint any member of the Company (u/s 137 (d) of the Companies Act, 2017) as a proxy to attend and vote on his / her behalf. 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.
- 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.
- 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.
- The proxies shall produce their original CNIC or original passport at the time of meeting.
- 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 RATES OF INCOME TAX FOR ACTIVE TAX PAYER AND NON-ACTIVE TAX PAYER:

Under the provisions of Section 150 of Income Tax Ordinance, 2001 rates of withholding income tax on dividend will be as follows:

1.	Rate of tax deduction for shareholders appearing in the Active Tax Payers list	15%
2.	Rate of tax deduction for shareholders not appearing in the Active Tax Payers list	30%

In case of joint account, each holder is to be treated individually as either active or non-active tax payer and tax will be deducted on the basis of shareholding of each joint holder as may be notified by the shareholder, in writing as follows, to our Share Registrar, otherwise, each joint holder shall be assumed to have an equal number of shares.

Folio / CDS Account No.	Total Shares	Principal Shareholder		Joint Shareholder	
		Name & CNIC No.	Shareholding proportion (No. of Shares)	Name & CNIC No.	Shareholding proportion (No. of Shares)

The CNIC number / NTN detail is now mandatory and is required for checking the tax status as per the Active Taxpayers List (ATL) issued by the Federal Board of Revenue (FBR) from time to time.

## EXEMPTION FROM DEDUCTION OF INCOME TAX / ZAKAT:

Members seeking exemption from deduction of income tax or are eligible for deduction at a reduced rate, are requested to submit a valid tax exemption 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.

## CORONAVIRUS CONTINGENCY PLANNING FOR AGM:

In view of the instructions of the Government / SECP in light of escalating number of Coronavirus Pandemic cases, the Company intends to convene this AGM with minimal physical interaction of shareholders while ensuring compliance with the quorum requirements and requests the members to consolidate their attendance and voting at the AGM through proxies. The meeting can be attended using smart phones/tablets/computers. To attend the meeting through video link, the members and their proxies are requested to register themselves by providing the following information along with valid copy of CNIC / passport with the subject "Registration for Murree Brewery Company Limited AGM" through email at [general.meetings@murreebrewery.com](mailto:general.meetings@murreebrewery.com) on or before 20<sup>th</sup> October, 2021.

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

The members who are registered after the necessary verification shall be provided a video link by the Company on the same email address that they email with the Company with. The Login facility will remain open from start of the meeting till its proceedings are concluded.



# Murree Brewery Company Limited

The shareholders who wish to send their comments/ suggestions on the agenda of the AGM can email the Company at email: [general.meetings@murreebrewery.com](mailto:general.meetings@murreebrewery.com) or WhatsApp at 0331-5880900. The Company shall ensure that comments/ suggestions of the shareholders will be read out at the meeting and the responses will be made part of the minutes of the meeting.

## CHANGE OF ADDRESS:

Members are requested to promptly notify any change of address to the Company's Share Registrar "CDC Share Registrar Services Limited, CDC House, 99-B, Block 'B', S.M.C.H.S. Main Shahrah-e-Faisal, Karachi".

## AVAILABILITY OF AUDITED FINANCIAL STATEMENTS ON COMPANY'S WEBSITE:

The audited financial statements of the Company for the year ended June 30, 2021 along with Directors' and Auditor's Report, Chairman's Review Report, Notice of AGM and other related materials have been made available on the Company's website [www.murreebrewery.com](http://www.murreebrewery.com), in addition to annual and quarterly financial statements for the prior years.

## DEPOSIT OF PHYSICAL SHARES IN TO CDC ACCOUNT

As per Section 72 of the Companies Act, 2017, every existing company shall replace its physical shares with book-entry form in a manner as may be specified and from the date notified by the Securities and Exchange Commission of Pakistan, within a period not exceeding four years from the commencement of the Companies Act, 2017 i.e. May 31, 2017. The shareholders holding shares in physical form are requested to please convert their shares in the book-entry form. For this purpose, the shareholders may open CDC sub-account with any of the brokers or investor account directly with the CDC to place their physical shares into scrip-less form. This will facilitate them in many ways including safe custody and sale of shares, anytime they want as the trading of physical shares is not permitted as per existing Regulations of the Pakistan Stock Exchange limited. It also reduces the risks and costs associated with storing share certificate(s) and replacing lost or stolen certificate(s) as well as fraudulent transfer of shares. For the procedure of conversion of physical shares into book-entry form, you may approach our Share Registrar at the contact information given above.

## PAYMENT OF CASH DIVIDEND THROUGH ELECTRONIC MODE

Section 242 of the Act requires that the listed companies shall pay cash dividend only through electronic mode directly into the bank account designated by the shareholders. SECP vide its notification S.R.O.1145 (I)/2017 has also issued the Companies (Distribution of Dividends) Regulations, 2017 whereby every shareholder shall be responsible to provide valid information pertaining to its designated bank account to disburse any dividend payable in cash only through electronic mode directly into the bank account designated by the entitled shareholders.

In this regard, the Company has already communicated through its letters addressed to the shareholders individually along with newspapers publications requesting to provide the International Bank Accounts Number ("IBAN") designated by the shareholders to receive the cash dividends electronically. Hence, shareholders are requested to fill the required fields of the Company's letter available on website of the Company: [www.murreebrewery.com](http://www.murreebrewery.com) and send the same to the Share Registrar and Transfer Agent of the Company. In case of shares held as book-entry securities, the said information would be required to be provided to Central Depository System ("CDS"), through CDS Participants.

## CIRCULATION OF ANNUAL AUDITED ACCOUNTS AND NOTICE OF AGM ETC., THROUGH EMAIL

The shareholders who desire to receive Annual Audited Financial Statements and Notice of AGM through email are requested to fill the requisite form titled 'Standard Request Form' placed on the website and send it to the Company Secretary at the Registered Office of the Company. In case any member, subsequently, requests for hard copy of Annual Financial Statements, the same shall be provided free of cost within seven days of receipt of such request.

## Statement under Section 134 (3) of the Companies Act, 2017

This statement set out the material facts concerning the special business to be transacted at the annual general meeting of the Company to be held on 22 October, 2021.

## Circulations of Annual Reports through CD/DVD/USB

Securities and Exchange Commission of Pakistan has vide S.R.O 470(I)/2016 dated 31<sup>st</sup> May 2016 allowed the companies to circulate the annual reports including annual audited accounts, notices of annual general meetings and other information contained therein of the Company to its members through CD/DVD/USB subject to consent of the shareholders in the general meeting. This will save time and expenses incurred on printing of the annual report.

The Company shall supply the hard copies of the aforesaid document to the shareholders on demand, free of cost, within one week of such demand. After approval of the shareholders, the Company will place a Standard Request Form on its website to communicate their need of hard copies of the documents along with postal and email address of the Company Secretary/Share Registrar to whom such requests shall be made.

Accordingly, the directors have placed the matter before the shareholders for their approval and to pass the ordinary resolution as proposed in the notice of meeting. The directors are not interested, directly or indirectly, in the above business except to the extent of their investment as has been detailed in the pattern of shareholding annexed to the Directors' Report.

