



MURREE BREWERY CO.LTD.

ISO 9001, 14001, HACCP & OHSAS CERTIFIED COMPANY



June 02, 2023

Executive Director/HOD
Offsite-II Department,
Supervision Division,
Securities & Exchange Commission of Pakistan
63, NIC Building, Jinnah Avenue,
Blue Area, Islamabad.

Subject: NOTICE OF EXTRAORDINARY GENERAL MEETING PUBLISHED IN THE NEWSPAPERS

Dear Sir,

In compliance of Circular No. 10/2019 dated July 3, 2019, please find attached the Notice of Extraordinary General Meeting of the Company (to be held on June 23, 2023) published in English and Urdu newspapers nationwide on June 03, 2023.

Yours Sincerely,

for **Murree Brewery Company Limited**

Ch. Waqar A. Kahloon
Company Secretary



Encl: As above.

Cc: ✓ The General Manager
Pakistan Stock Exchange Limited
Stock Exchange Building,
Stock Exchange Road,
Karachi.

MURREE BREWERY CO.LTD.

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MURREE BREWERY COMPANY LIMITED

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE is hereby given that an Extraordinary General Meeting (EOGM) of Murree Brewery Company Limited will be held on Friday, June 23, 2023 at 10:00 a.m. at its registered office, 3-National Park Road, Rawalpindi, to transact the following businesses:

SPECIAL BUSINESS:

1. To consider and, if thought fit, to pass following resolutions as Special Resolution(s), with or without modification:

"Resolved that the Authorized Share Capital of Murree Brewery Company Limited ("the Company") be and is hereby increased from Rs. 300,000,000/- divided into 30,000,000 ordinary shares of Rs. 10/- each to Rs. 9,000,000,000/- divided into 900,000,000 ordinary shares of Rs. 10/- each by creation of 870,000,000 additional ordinary shares of Rs 10/- each and this purpose Clause 5 of the Memorandum of Association and Article 3 of the Articles of Association of the Company be and are hereby amended to read as under:

Clause 5 of the Memorandum of Association

The authorized capital of the Company is Rs. 9,000,000,000.00 (Rupees nine billion only) divided into 900,000,000 ordinary shares of Rs. 10.00 (Rupees ten only) each. The Company shall have the power to increase, reduce or reorganize the capital of the Company and divide shares in the capital for the time being in several classes in accordance with the provisions of the Companies Act, 2017.

Article 3 of the Articles of Association

The authorized capital of the Company is Rs. 9,000,000,000.00 (Rupees Nine Billion Only) divided into 900,000,000 (Nine Hundred Million) Ordinary Shares of Rs. 10/- each.

"Further Resolved that the ordinary shares, when issued, shall carry equal voting rights and rank *pari passu* with the existing ordinary shares of the Company in all respect/matters in conformity with the Companies Act, 2017."

"Further Resolved that the Company Secretary be and is hereby authorized to do all acts, deeds and things, take or cause to be taken any action as may be required, necessary, incidental or consequential to give effect to this resolution."

2. To consider and, if thought fit, to pass following resolutions as Special Resolution(s), with or without modification, to substitute Article 121 of the Articles of the Association of the Company:

"Resolved that pursuant to section 38 and all other applicable provisions of the Companies Act, 2017, Article 121 of the existing Articles of Association of the Company be and is hereby substituted to read as follows:

121. The Board of Directors may capitalize any part of the amount for the time being standing to the credit of any reserve or the profit and loss account or otherwise available for distribution, and accordingly that such sum be set free for distribution amongst members who would be entitled thereto if the same were distributed by way of dividend and in the same proportions on the condition that the same be not paid in cash but be applied in paying up in full un-issued shares as bonus shares or debentures of the Company to be allotted and distributed, credited as fully paid up, to and amongst such members in the proportion aforesaid, or partly in one way and partly in the other. Where any difficulty arises in respect of any such distribution, the Directors may subject to the provisions of Section 88(2) of the Ordinance settle the same as they think expedient, and in particular they may fix the value for distribution of any fully paid-up shares or debentures, make cash payments to any shareholder on footing of the value so fixed in order to adjust rights, and vest any such shares or debentures in trustees upon such trusts for or for the benefit of the persons entitled to share in the appropriation and distribution as may seem just and expedient to the Directors. When deemed requisite a proper contract for the allotment and acceptance of any shares to be distributed as aforesaid shall be delivered to the Registrar of Companies for registration in accordance with Section 73 of the Ordinance and the Directors may appoint any person to sign such contract on behalf of the persons entitled to share in the appropriation and distribution and such appointment shall be effective."

"Further Resolved that the Company Secretary be and is hereby authorized to do all acts, deeds and things, take any or all necessary actions to complete all legal formalities and to file requisite documents with the Registrar to effectuate and implement the aforesaid resolutions."

"Further Resolved that the aforesaid alteration in the Articles of Association of the Company shall be subject to any amendment, modification, addition or deletion as may be required, and such amendment, modification, addition or deletion shall not require fresh approval of members."

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

Statement of material facts under Section 134(3) of the Companies Act, 2017, is annexed with the Notice of EOGM circulated to the shareholders.

Rawalpindi
June 02, 2023

BY ORDER OF THE BOARD
Ch. Waqar A. Kahloon
Company Secretary

NOTES:

1. Electronic Notice of EOGM:

The Company has placed the Notice of EOGM along with form of proxy (in English and Urdu languages) on its website: www.murreebrewery.com

2. Closure of Share Transfer Books:

The Shares Transfer Books of the Company will remain closed from June 17, 2023 to June 23, 2023 (both days inclusive) and no transfer of shares will be accepted for registration during this period. Physical transfers received in order at the office of 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" by the close of business on June 16, 2023 will be treated in time for the purpose of attending and voting at the meeting.

3. Participation in the EOGM through Video-link:

The Company has arranged the facility for attending the meeting via video link. 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 EOGM" through email at generalmeetings@murreebrewery.com on or before June 21, 2023:

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 are provided to the Company. The Login facility will remain open from start of the meeting till its proceedings are concluded.

4. Right to Appoint Proxy:

A member entitled to attend and vote at the meeting, may appoint another member as a proxy to attend, speak and vote on behalf of him/her. A proxy must be member of the Company. Forms duly stamped with, signed and witnessed by two persons, in order to be valid must be received at the Registered Office of the Company not later than 48 hours before the time of holding the meeting. The Notice of EOGM served on the shareholders is accompanied by the Proxy Form in English and Urdu languages.

5. Members who have deposited their shares into Central Depository Company of Pakistan Limited ("CDC") will further have to follow the under mentioned guidelines as laid down by the Securities and Exchange Commission of Pakistan:

For Attending the Meeting

- a. In case of individuals, the account holder and/or sub-account holder whose registration details are uploaded as per the CDC Regulations, shall authenticate his/her identity by showing his/her original CNIC or original Passport along with Participant ID number and the account number at the time of attending the Meeting.
- b. In case of corporate entity, the Board's resolution / power of attorney with specimen signature of the nominee shall be produced (unless it has been provided earlier) at the time of the Meeting.

For Appointing Proxies

- a. In case of individuals, the account holder and/or sub-account holder whose registration details are uploaded as per the CDC Regulations, shall submit the proxy form as per above requirements.
- b. The proxy form shall be witnessed by two persons, whose names, addresses and CNIC numbers shall be mentioned on the form.
- c. Attested copies of the CNIC or the passport of beneficial owners and the proxy shall be furnished with the proxy form.
- d. The proxy shall produce his original CNIC or original passport at the time of the meeting.
- e. In case of corporate entity, the Board's resolution / power of attorney with specimen signature shall be furnished (unless it has been provided earlier) along with proxy form to the Company.

6. Submission of Valid CNIC Copy:

Members are requested to submit an attested photocopy of their valid Computerized National Identity Cards (CNICs) as per SECP's direction, if not provided earlier.

7. 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".

8. Postal Ballot / E-Voting:

Pursuant to the Companies (Postal Ballot) Regulations, 2018 ("Regulations"), for the purpose of special business, subject to the requirements of Section 143 and 144 of the Companies Act, 2017, shareholders will be allowed to exercise their right of vote through postal ballot, that is voting by post, in accordance with the requirements and procedure contained in the aforesaid Regulations.

9. Procedure for E-Voting

- a. In accordance with the Companies (Postal Ballot) Regulation, 2018, (the "Regulations") the right to vote through electronic voting facility and voting by post shall be provided to members of every listed company for, inter alia, all businesses classified as special business under the Companies Act, 2017 in the manner and subject to conditions contained in the Regulations.
- b. Detail of e-Voting facility will be shared through e-mail with those members of the company who have valid cell numbers / e-mail addresses (Registered e-mail ID) available in the Register of Members of the Company by the end of business on June 16, 2023. Members who intend to exercise their right of vote through E-voting shall provide their valid cell numbers and email addresses on or before June 16, 2023.
- c. Identity of the Members intending to cast vote through e-voting shall be authenticated through electronic signature or authentication for login.
- d. Members shall cast vote from June 20, 2023 till June 22, 2023 5:00 p.m. Voting shall close on June 22, 2023, at 5:00 p.m. A vote once cast by a Member, shall not be allowed to be changed.

10. Procedure for Voting Through Postal Ballot

- a. Members may alternatively opt for voting through postal ballot. For convenience of the members, Ballot Paper is attached & available on the Company's website www.murreebrewery.com to download.
- b. The members must ensure that the duly filled and signed ballot paper, along with a copy of Computerized National Identity Card (CNIC) should reach the Chairman of the meeting through post at the Company's registered address, 3-National Park Road, Rawalpindi or email at secretary@murreebrewery.com one day before the EOGM, i.e., on June 21, 2023 before 5:00 p.m. A postal ballot received after this time / date shall not be considered for voting. The signature on the Ballot Paper shall match with signature on the CNIC.

