

Notice Of The 28th Annual General Meeting

NOTICE is hereby given that the Twenty Eighth Annual General Meeting ("AGM)" of Macpac Film Industries Limited (the "Company") will be held on Monday, October 16, 2023 at 10:00 AM at the Registered Office of the Company at 21 Maqboolabad, J.C.H.S, Tipu Sultan Road, Karachi and also through video-conferencing, to transact the following business:

Ordinary business

1. To receive, consider and adopt the Audited Accounts of the Company for the year ended June 30, 2023, together with the Chairman's Review Report, Report of the Directors and Auditors thereon.
2. To appoint Auditors for the year 2023-24 and to fix their remuneration. The present auditors – M/s KPMG Taseer Hadi, Chartered Accountants, being eligible, have offered themselves for reappointment.
3. To consider and, if thought fit, approve as recommended by the Board of Directors, the final cash Dividend at the rate of Rs. 1.5 per share i.e., 15% for the year ended June 30, 2023.

Special business

4. To approve the circulation of the annual audited financial statements to the members through QR enabled code and weblink by passing an ordinary resolution as proposed in the statement of material facts annexed to the notice of the meeting being sent to the members.

Karachi

Dated: September 20, 2023

By Order of the Board

Aquil A Khan

Company Secretary

NOTES:

1. Closure of Share Transfer Books

The Share Transfer Books of the Company will remain closed from October 10, 2023 to October 16, 2023 (both days inclusive). Transfers received with the Registrar of the Company M/s CDC Share Registrar Services, House-99-B, Block B, S.M.C.H.S, Sharae Faisal Karachi. Tel: +92-21-111-111-500 Fax: +92-21-34326034 by the close of business on October 9, 2023, will be treated in time to entitle the transferees to the dividend and to attend and vote at the AGM. Members holding shares through CDC are requested to update their address and Zakat status with their Participants.

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2. Participation in the AGM – in person/by proxy/through video link

Members whose names appear in the Register of Members as of October 9, 2023, are entitled to attend and vote at the AGM. A Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend, speak and vote for him/her. A proxy must be a Member of the Company.

An instrument of proxy applicable for the AGM is being provided with the Notice sent to Members. Further copies of the instrument of proxy may be obtained from the Registered Office of the Company during normal office hours.

An instrument of proxy and the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power or authority, must, to be valid, be deposited at the Registered Office of the Company not less than 48 hours before the time of the AGM.

Members are requested to submit a copy of their Computerized National Identity Card/Smart National Identity Card (CNIC/SNIC), if not already provided and notify immediately changes, if any, in their registered address to our Shares Registrar, CDC Share Registrar Services Ltd.

Shareholders willing to attend the meeting online can connect through video-link, i.e., <http://zoom.us/download>.

For this purpose, shareholders are requested to get their following particulars registered with the Company by sending email to cdcsr@cdcsrsl.com. Video-link and login credentials will be shared with only those shareholders / proxies whose email, containing all the information required below, is received via email not later than 48 hours before the AGM.

Shareholder Name	Name of Company	Folio / CDC No	CNIC#	Cell No	Registered email ID
	Macpac Films Limited				

The shareholders can also provide their comments / suggestion for the proposed agenda items of the AGM by using the above given email.

The login facility will be opened at 9:45 AM on October 16, 2023 enabling the participants to join the proceedings which will start at 10:00 AM sharp.

3. Voting through E-voting and Postal Ballot Paper

Pursuant to the Companies (Postal Ballot) Regulations, 2018 and subject to the provisions of sections 143 and 144 of the Companies Act, 2017, the Company will notify the procedure for postal balloting with respect to the special business in due course of time.

4. Guidelines for Central Depository Company of Pakistan Limited ('CDC') Account Holders

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 and Exchange Commission of Pakistan (SECP).

A. For Attending the AGM:

- I. In case of individuals, the account holder or sub-account holder and/or the person whose securities are in group account and their registration details are uploaded as per the Regulations, shall authenticate his/her identity by showing his/her original CNIC/SNIC or original passport at the time of attending the AGM.
- II. In case of corporate entity, the Board of Directors' resolution/power of attorney with specimen signature of the nominee shall be produced (unless it has been provided earlier) at the time of the AGM.

B. For Appointing Proxies

- I. In case of individuals, the account holder or sub-account holder is and / or the person whose securities are in group account and their registration detail is uploaded as per the CDC Regulations, shall submit the proxy form as per the requirement.
- 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 the CNIC or passport of the beneficial owners and the proxy shall be furnished with the proxy form.
- IV. The proxy shall produce his/her original CNIC or original passport at the time of the meeting.
- V. In case of corporate entities, Board of directors' resolution/power of attorney with specimen signature of the nominee shall be submitted (unless provided earlier) along with the proxy form to Company.

5. Distribution of Annual Report

Company is circulating annual balance sheet and profit and loss account, auditor's report and directors report etc., along with the notice of annual general meeting (Annual Report) through CD/DVD to all members at their registered addresses besides sending it through e-mail to those shareholders who have provided their e-mail ID.

Shareholders of the Company who wish to receive a hardcopy of Company's Annual Report, are requested to provide an application to the Company's Share Registrar, CDC Share Registrar Services, 99-B, Block B, S.M.C.H.S, Shakra-e-Faisal, Karachi.

6. Submission of CNIC/SNIC/NTN (Mandatory)

Pursuant to the directives of the SECP, the dividend of shareholders whose CNIC/SNIC or NTN (in case of corporate entities), are not available with the Share Registrar, could be withheld. Shareholders are therefore, requested to submit a copy of their valid CNIC/SNIC (if not already provided) to the Company's Share Registrar, CDC Share Registrar Services, 99-B, Block B, S.M.C.H.S, Shakra-e-Faisal, Karachi.

7. Dividend Mandate (Mandatory)

In accordance with the provisions of Section 242 of the Companies Act, 2017, and the Companies (Distribution of Dividend) Regulations, 2017, a listed company is required to pay any dividend payable in cash only through electronic mode directly into the bank account designated by the entitled shareholders. The Company and its Share Registrar have frequently informed the shareholders about this mandatory requirement.

The members who have still not provided their IBAN are once again requested to provide information as per below format and send it duly signed along with a copy of valid CNIC to Company's Share Registrar. Members who hold shares in electronic form are advised to send it to concerned participant/CDC.

Member's detail	
Name	
Folio no./CDC Account No.	
CNIC No.	
Contact No.	
Bank detail	
Title of Bank Account their International Bank Account Number (IBAN)	
Name of Bank	
Branch name and address	

8. Deposit of Physical Shares in CDC account

As per section 72 of the Companies Act, 2017, every listed company is required to replace its physical shares with book-entry form. Therefore, shareholders having physical shares are requested to convert their shares into book entry form as soon as possible.

9. Availability of Annual Audited Financial Statements on the Company's website

In accordance with the provisions of Section 223(7) of the Companies Act 2017, the audited financial statements of the Company for the year ended June 30, 2023, are available on the Company's website.

STATEMENT UNDER SECTION 134(3) OF THE COMPANIES ACT, 2017

This statement sets out the material facts concerning the special business as listed at agenda item No. 4 above:

The Securities and Exchange Commission of Pakistan (SECP) vide SRO 389(1)/2023 dated March 21, 2023, has allowed listed companies to circulate the annual balance sheet and profit and loss account, auditor's report and directors' report, etc ("annual audited financial statements") to its members through QR enabled code and weblink, subject to approval of shareholders in the general meeting, provided that:

- (a) Notice of meeting shall be dispatched to the shareholders as per the requirements of the Companies Act at their registered address containing the QR code and the weblink address.
- (b) The Company shall circulate the annual audited financial statements to those shareholders who have provided their e-mail address.
- (c) The Company shall send the complete financial statements with relevant documents in hard copy to the shareholders free of cost, within one week, if a request has been made by a member, the following resolution is proposed to be passed as an ordinary resolution, with or without modification:

"RESOLVED THAT approval of the shareholders of Macpac Films Limited (the Company) be and is hereby accorded and the Company be henceforth authorized to circulate the annual audited financial statements together with the relevant reports and documents to its members through QR enabled code and weblink instead of circulating the same through CD/DVD/USB."

None of the Directors has any interest, direct or indirect, in the aforesaid special business.