



CHERAT PACKAGING LIMITED

MODERN MOTORS HOUSE, BEAUMONT ROAD, KARACHI-75530, PAKISTAN.
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Ghulam Faruque
Group

CPL/AAV/
October 6, 2016

The General Manager
Pakistan Stock Exchange Ltd.
Stock Exchange Building
Stock Exchange Road
Off: I. I. Chundrigar Road
Karachi.

Dear Sir,

NOTICE OF ANNUAL GENERAL MEETING

Please refer to your letter no. PSX/C-711-6097 dated August 16, 2016.

We are enclosing copy of the notice of Annual General Meeting of the company for your information and record.

We hope you will find the attached document in order.

Yours sincerely,
For Cherat Packaging Ltd.

Abid A. Vazir
Executive Director & Company Secretary

Encl: As stated above





CHERAT PACKAGING LIMITED



Head Office: Modern Motors House, Beaumont Road, Karachi. UAN: 111-000-009

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 27th Annual General Meeting of the Company will be held on Monday, October 31, 2016 at 9:00 a.m. at the Registered Office of the Company at Belani Arcade, Jamrud Road, Peshawar to transact the following businesses:

ORDINARY BUSINESS

1. To receive and consider the Audited Accounts of the Company for the year ended June 30, 2016 with the Directors' and the Auditors' Reports thereon.
2. To consider and approve the payment of final cash dividend @70% (Rs.7.00 per share) in addition to interim cash dividend @30% (Rs.3.00 per share) already paid to the shareholders for the financial year ended June 30, 2016 as recommended by the Board of Directors.
3. To appoint Auditors for the year 2016/17 and to fix their remuneration.
4. To transact any other business with the permission of the chair.

SPECIAL BUSINESS

5. In compliance of the direction issued by Securities and Exchange Commission of Pakistan under S.R.O.470 (I)/2016 dated May 31, 2016 it is proposed that the following resolution be passed as and by way of a Special Resolution:

"Resolved that pursuant to compliance of S.R.O.470 (I)/2016 dated May 31, 2016 and subject to the consent and approval of the shareholders, the Board of Directors of the Company be and is hereby authorized to circulate the Annual Audited Accounts of the company to its members through CD/DVD/USB; that the Board of Directors of the Company and the Company Secretary be and are hereby authorized to do all acts, deeds and things that may be necessary or required to give effect to this resolution".

6. In compliance of the direction issued by Securities and Exchange Commission of Pakistan under S.R.O.43 (I)/2016 dated January 22, 2016 it is proposed that the following resolution be passed as and by way of a Special Resolution:

"Resolved that pursuant to compliance of S.R.O.43(I)/2016 dated January 22, 2016 and subject to the consent and approval of the shareholders, it is resolved that Articles of Association of the company be and is hereby amended, by inserting the following new clause after clause 62;

"[62A] A member may opt for e-voting in a general meeting of the Company under the provisions of the Companies (E-Voting) Regulations 2016 (including any statutory modification thereof), as amended from time to time. In the case of e-voting, only Members can be appointed as proxy. The instruction to appoint execution officer and option to e-vote through intermediary shall be required to be deposited with the company, at least ten (10) days before holding of the general meeting, at the Company's head office address or through email. The Company will arrange for e-voting if the Company receives demand for poll from at least five (5) members or by any member having not less than one tenth of the voting power".

7. To consider and approve investment of up to Rs. 50 million in associated company namely Mirpurkhas Sugar Mills Ltd (MSM) in compliance with the provision of section 208 of the Companies Ordinance, 1984. It is, therefore, proposed that the following resolution be passed as and by way of a Special Resolution:

"Resolved that pursuant to section 208 of the Companies Ordinance, 1984 and subject to the consent and approval of the shareholders, the Board of Directors of the Company be and is hereby authorized to invest up to Rs. 50 million by acquiring the shares of Mirpurkhas Sugar Mills Ltd from the market; that the Board of Directors of the Company and the Company Secretary be and are hereby authorized to do all acts, deeds and things that may be necessary or required to give effect to this resolution".

8. To consider and approve investment of up to Rs. 100 million in associated company namely Cherat Cement Company Limited (CCCL) in compliance with the provision of section 208 of the Companies Ordinance, 1984. It is, therefore, proposed that the following resolution be passed as and by way of a Special Resolution:

"Resolved that pursuant to section 208 of the Companies Ordinance, 1984 and subject to the consent and approval of the shareholders, the Board of Directors of the Company be and is hereby authorized to invest up to Rs. 100 million by acquiring the shares of Cherat Cement Company Ltd from the market; that the Board of Directors of the Company and the Company Secretary be and are hereby authorized to do all acts, deeds and things that may be necessary or required to give effect to this resolution".

Statement(s) under section 160 of the Companies Ordinance, 1984, pertaining to the above-mentioned Special Businesses, are being sent to the Members with the Notice.

Karachi:
October 7, 2016

By Order of the Board of Directors
Abid Vazir
Executive Director &
Company Secretary

NOTES:

1. The register of members of the Company will be closed from Friday, October 21, 2016 to Monday, October 31, 2016 (both days inclusive) and no transfers will be registered during that time. Shares received in order at the Office of the Registrar of the Company, M/s. Central Depository Company of Pakistan Limited (CDC), CDC House, 99-B, Block 'B', S.M.C.H.S., Main Shahrah-e-Faisal, Karachi-74400 at the close of business on Thursday, October 20, 2016 will be treated in time for the entitlement of final cash dividend.
2. A member of the Company eligible to attend and vote at the Annual General Meeting may appoint another member as his/her proxy to attend and vote in his/her stead. Proxies to be effective must be in writing and must be received by the Company's Head Office 48 hours before the Meeting.
3. Shareholders of the Company whose shares are registered in their account/sub-account with Central Depository System (CDS) are requested to bring original computerized National Identity Card along with their account number in CDS and participant's ID number for verification. In case of appointment of proxy by such account holders and sub-account holders, the guidelines as contained in the SECP's circular of 26th January 2000 are to be followed.
4. Shareholders of the Company are requested to immediately notify any change in their addresses to the Share Registrar of the Company.
5. Shareholders who have not yet submitted photocopy of their valid Computerized National Identity Card (CNIC) are requested to send the same to the Share Registrar of the Company.
6. With reference to S.R.O. 787(I)/2014 dated September 8, 2014 issued by SECP, shareholders have option to receive Annual Audited Financial Statements and Notice of General Meeting through email. Shareholders of the Company are requested to give their consent to the Company's Head Office to update our record if they wish to receive Annual Audited Financial Statements and Notice of Annual General Meeting through email. However, if shareholder, in addition, request for hard copy of Audited Financial Statements the same shall be provided free of cost within seven (7) days of receipt of such request.

CPL