

# Macpac Films Limited

Notice of Extraordinary General Meeting

To Be Held on June 22, 2017

Extraordinary general meeting:

Company's Share Registrar

Central Depository Company of Pakistan Limited

CDC House, 99-B, Block "B", S.M.C.H.S., Main Shahrah-e-Faisal, Karachi.

## NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE is hereby given that the Extraordinary General Meeting of **MACPAC Films Limited** will be held on **Thursday, June 22, 2017 at 12:30 p.m.** at Registered office, Plot No. 21, Maqboolabad, Tipu Sultan Road, Karachi, to transact the following business:

### Ordinary Business

1. To confirm the Minutes of the last Annual General Meeting held on October 29, 2016.

### Special Business

2. To consider, and if deemed fit, to pass the following resolution as special Resolution:

#### **“RESOLVED THAT:**

- a) the Authorized Share Capital of the Company be and is hereby increased from Rs. 500,000,000 divided into 50,000,000 shares of Rs. 10/- each to Rs. 700,000,000 divided into 70,000,000 shares of Rs. 10/- each by the creation of additional 20,000,000 Ordinary Shares at a nominal value of Rs.10/- each
- b) the Memorandum and Articles of Association of the Company be and are hereby altered for the increase in Authorized Share Capital from Rs. 500,000,000 to Rs. 700,000,000 by substituting clause V of the Memorandum of Association and clause 5 of the Articles of Association as under;

### Memorandum of Association

- V. The authorized capital of the company Rs. 700,000,000/- (Rupees Seven Hundred Million only) divided in to 70,000,000 ordinary shares of Rs. 10/- each with power to increase or reduce the Capital, to divide the shares in capital for the time being to several clauses and to consolidate or subdivide the shares and issue shares of higher or lower denominations

### Articles of Association

5. The authorized share capital of the Company is Rs. 700,000,000/ (Rupees Seven Hundred Million only) divided into 70,000,000 ordinary shares of Rs. 10/- each.”

**“RESOLVED FURTHER** that the Chief Executive Officer and the Company Secretary be and are hereby authorized to undertake all such actions and to do all such things for and on behalf of the Company including completion of all requisite legal and corporate formalities including filing of application and execution of necessary documents for effectuating the alteration of the Memorandum of Association.”

3. To alter the provisions of Memorandum of Association with respect to the objects of the company to enable it to carry on business, not being a business specified in its existing object and to pass the following resolution with or without modification(s), addition(s) or deletion(s) as a special resolution:

**“RESOLVED THAT**, pursuant to the provisions of Section 21 and other applicable provisions, if any of the Companies Ordinance, 1984 and subject to the confirmation of the Securities and Exchange Commission of Pakistan, the Object Clause III of the Memorandum of Association of the company be and is hereby altered in the following manner:

Insert the following new sub clause number 2 immediately after existing sub clause 1 of Object Clause III of the Memorandum of Association of the company:

2. To Invest in Mutual Funds, Government Securities, Sukuk, Term Finance Certificates, Fixed income Instruments, Equity and equity related instrument and any other instrument as per management approval.

Re-number the existing sub clause number 2 as sub clause number 3 of Object Clause III of the Memorandum of Association of the company.”

**“RESOLVED FURTHER** that sub clauses of Object Clause III of the Memorandum of Association of the company be and are hereby renumbered as sub clauses 1 to 3 of Object Clause III of the Memorandum of Association of the company.”

**“RESOLVED FURTHER** that a petition be filed with the SECP under Section 21 of the Companies Ordinance, 1984 and the Chief Executive Officer and the Company Secretary be and are hereby jointly and severally authorized to undertake all such actions and to do all such things for and on behalf of the Company including completion of all requisite legal and corporate formalities including filing of application and execution of necessary documents for effectuating the alteration of the Memorandum of Association.”

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

By order of the Board

Karachi  
June 01, 2017

M. Javid Ansari  
Company Secretary

**Notes:**

1. The share transfer books of the Company will remain closed from June 16, 2017 to June 22, 2017 (both days inclusive). Transfers received at the Company's Share Registrar, M/s. Central Depository Company of Pakistan Limited, Share Registrar Department, CDC House, 99 – B, Block 'B', S.M.C.H.S., Main Shahra-e-Faisal, Karachi-74400, at the close of business on June 15, 2017 will be treated in time.
2. Members are requested to notify any change in their addresses immediately to our Share Registrar.
3. A member entitled to attend and vote at the meeting shall be entitled to appoint another person, as his/her proxy to attend, demand, join in demanding a poll, speak and vote instead of him/her, and a proxy so appointed shall have such rights, as respects attending, speaking and voting at the meeting as are available to a member. Proxies, in order to be valid, must be deposited at Company' Share Registrar office not less than 48 hours before the meeting. A proxy must be a member of the Company.

**STATEMENT UNDER SECTION 160 OF THE COMPANIES ORDINANCE, 1984**

This statement is annexed to the notice of Extra Ordinary General Meeting (Notice of EOGM) of Macpac Films Limited to be held on Thursday, June 22, 2017 at which certain Special Business to be transacted. The purpose of this statement is to set forth the material facts concerning such Special Business.

**AGENDA ITEM NO.2 OF THE NOTICE OF EOGM**

To increase in Authorized Capital of the Company, in order to provide the Company with adequate leverage to consider the future issue of shares for meeting expected requirements to finance the upcoming projects and capital expenditure if any. Further, currently management is considering the option of issuing rights share for which increase in authorized capital is required.

**AGENDA ITEM NO.3 OF THE NOTICE OF EOGM**

To manage and utilize company's excess funds in more efficient manner and to diversify company's risk portfolio.

**By order of the Board**

**Karachi  
June 01, 2017**

**M. Javid Ansari  
Company Secretary**

**PROXY FORM**  
**Macpac Films Limited**

Extra Ordinary General Meeting

I/We, \_\_\_\_\_ of \_\_\_\_\_, being member(s) of Macpac Films Ltd, holding \_\_\_\_\_ ordinary shares, hereby appoint \_\_\_\_\_ of \_\_\_\_\_ or failing him/her \_\_\_\_\_ of \_\_\_\_\_, who is/are also member(s) of Macpac Films Ltd, as my/our proxy in my/our absence to attend and vote for me/us and on my/our behalf at the Extraordinary General Meeting of the company to be held at 12:30 p.m. on 22<sup>nd</sup> June 2017 at the registered office of the company: Plot No. 21, Maqboolabad, Karachi, and at any adjournment thereof.

Witness my/our hand(s) this \_\_\_\_\_ day of \_\_\_\_\_, 2017

Signed by the said \_\_\_\_\_

**Witnesses:**

1. Signature \_\_\_\_\_

Name \_\_\_\_\_

Address \_\_\_\_\_

\_\_\_\_\_

CNIC or Passport No. \_\_\_\_\_

2. Signature \_\_\_\_\_

Name \_\_\_\_\_

Address \_\_\_\_\_

\_\_\_\_\_

CNIC or Passport No. \_\_\_\_\_

Folio/CDC Account No.

Signature on revenue  
stamp

**Note:**

1. This Proxy Form must be deposited at the Company's share registrar office as soon as possible but not later than 48 hours before the time of holding of meeting. Failing to do so would render the Proxy Form invalid.
2. No person shall act as a proxy unless he/she is a member of the Company.