

MACPAC FILMS LIMITED

NOTICE OF THE 26TH ANNUAL GENERAL MEETING

NOTICE is hereby given that the Twenty Sixth Annual General Meeting of the Members of the Company will be held on Thursday, October 28, 2021 at 03:00 PM at the head office of the Company at 21 Maqboolabad, J.C.H.S, Tipu Sultan Road, Karachi:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Accounts of the Company for the year ended June 30, 2021, together with the Chairman's Review Report, Report of the Directors and Auditors thereon.
2. To appoint Auditors for the year 2021-22 and to fix their remuneration. The present auditors – M/s KPMG Taseer Hadi, Chartered Accountants, being eligible, have offered themselves for reappointment.
3. To elect 07 (seven) directors of the Company as fixed by the Board of Directors in their meeting held on September 23, 2021 for a term of three years commencing from the date of AGM (i.e. October 28, 2021), in accordance with the provisions of Section 159(1) of the Companies Act, 2017. The names of the retiring Directors who are eligible for re-election are:

1) Mr. Naeem Munshi	2) Mr. Najmul Hassan	3) Mr. Ehtesham Maqbool Elahi
4) Mr. Shariq Maqbool Elahi	5) Mr. Fahad Munshi	6) Mr. Omer Sabir
7) Ms. Amna Daudi		

Karachi
Dated: September 23, 2021

By Order of the Board
Muhammad Saad Khan
Company Secretary

NOTES:

1. Closure of Share Transfer Books

The Share Transfer Books of the Company will remain closed from October 21, 2021 to October 28, 2021 (both days inclusive). Transferred received with the Registrar of the Company M/s. CDC Share Registrar Services, House-99-B, Block B, S.M.C.H.S, Sharaf Faisal Karachi. Tel: +92-21-111-111-500 Fax: +92-21-34326053 at the close of business October 20, 2021 will be treated in time. All the Members holding the shares through the CDC are requested to update their addresses and Zakat statuses with their Participants.

2. Participation in the Meeting

Members whose names appearing in the Register of Members as of October 20, 2021, are entitled to attend and vote at the Meeting. A Member entitled to attend and vote at the Meeting 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 Meeting 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 Meeting.

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.

In view of the current situation on the spread of COVID-19, the Company has also provided the opportunity to attend the meeting online. The shareholder can participate in the AGM 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 send email to cdcsr@cdcsrsl.com or WhatsApp on: 0321-8200864 Video-link and login credentials will be shared with only those shareholders / proxies whose email, containing all the information required below, received via email to later than 48 hours before the meeting.

Full Name of Shareholder / Proxy Holder	Company	CNIC Number	Folio / CDC A/c No.	** Email ID	** Mobile Phone No.
	MACPAC FILMS LIMITED				

**Shareholders/proxyholders are requested to provide active email addresses and mobile phone number.

The shareholders can also provide their comments / suggestion for the proposed agenda items of the AGM by using the above given email cdcsr@cdcsrsl.com or WhatsApp # 0321-8200864.

The login facility will be opened at 2:30 PM on October 28, 2021enabling the participants to join the proceedings which will start at 3:00 PM sharp.

3. 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 Meeting:

- 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 Meeting.
- 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 Meeting.

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.
- VI. Form of proxy is enclosed.

4. Distribution of Annual Report Through Email

Company is circulating annual balance sheet and profit and loss account, auditor's report and directors report etc. (annual audited accounts) along with the notice of annual general meeting (Notice) through CD/DVD to all members at their registered addresses, as permitted by Securities and Exchange Commission of Pakistan (SECP) vide SRO No. 470(I)/2016 dated May 31, 2016, in continuation with the SRO 787(I)/2014 dated September 08, 2014. The approval of the same has also been obtained by the member in annual general meeting held on October 31, 2016.

Shareholders of the Company who wish to receive the hardcopy of Company's Annual Report and Notice of Annual General Meeting are requested to provide the complete Standard Request Form (available at the Company's Website) to the Company's Share Registrar, CDC Share Registrar Services, 99-B, Block B, S.M.C.H.S, Shahra-e-Faisal, Karachi.

5. Election of Directors

The term of the office of the present Board of Directors of the Company will expire on October 25, 2021. In terms of Section 159(1) of the Companies Act, 2017 ("Act") the Board of Directors in their meeting held on September 23, 2021 has fixed the number of elected Directors at 7 (Seven) to be elected in the Annual General Meeting of the Company for the period of next three years.

Any person who seeks to contest the election to the office of a Director, whether he is retiring director or otherwise, shall file the following documents with the Company Secretary, at its Registered Office, 21 Maqboolabad, J.C.H.S, Tipu Sultan Road, Karachi - not later than fourteen days before the date of the meeting, the following documents:

- a. Notice of his / her intention to offer him / herself for the election to the Office of Director in terms of section 159(3)
- b. Consent to act as director of the Company along with consent on Form 28 prescribed under the Act.
- c. A detail profile along with office address as required under SECP' SRO 634(1)2014 dated July 10, 2014.
- d. Declaration under Clause 3 of the Listed Companies (Code of Corporate Governance) Regulations 2019
- e. Declaration that he/she is not ineligible to become a director of a listed company under any provisions of the Act, the Listed Companies (Code of Corporate Governance) Regulations, 2019 and any other applicable law, rules and regulations.
- f. Declaration that he/she is aware of his/her duties and powers under the relevant laws, Memorandum & Articles of Association of the Company and listing regulations of the Pakistan Stock Exchange;

A director must be holding qualification share (i.e. 1) of the Company at the time of filing of his / her consent to act as director. The aforesaid qualification shall not be applicable for instances mentioned in Section 153(i) of the Companies Act 2017.

A candidate consenting for the election as director must be a member of the Company at the time of filing of his/her consent except a person representing a member, which is not a natural person.

Independent Directors will be elected through the process of election of directors in terms of Section 159 of the Act and they shall meet the criteria laid down under Section 166(2) of the Act.

Pursuant to Companies (Postal Ballot) Regulation 2018, for the purpose of election of Directors and for any other agenda item subject to the requirements of Section 143 and 144 of the Companies Act, 2017 members will be allowed to exercise their right of vote through postal ballot, that is voting by post or through any electronic mode, in accordance with the requirements and procedure contained in the aforesaid Regulations.

Statement of Material Facts under Section 166(3) of the Companies Act, 2017 in respect of Election of Directors

Independent Directors will be elected through the process of election of directors in terms of Section 159 of the Companies Act, 2017 ("the Act") and they shall meet the criteria laid down under Section 166(2) of the Act.

The present Directors are interested to the extent that they are eligible for re-election as Directors of the Company.

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. In this matter, Company's Registrar has already requested and sent letters vide reference no. CDC/RTA/MACPAC/Letter/17 dated September 25, 2017 to members to provide their International Bank Account Number (IBAN).

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 copy of valid CNIC to Company's Registrar. Members who hold share 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	
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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, the shareholders having physical shares requested to convert the shares into book entry.

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, 2021, are available on the Company's website.