

## Notice of Annual General Meeting

**NOTICE IS HEREBY GIVEN** that the 39th Annual General Meeting of **MERIT PACKAGING LIMITED** will be held on Monday, October 28, 2019 at 08:45 a.m. at Avari Towers Hotel, Fatima Jinnah Road, Karachi to transact the following business:

### ORDINARY BUSINESS

1. To receive, consider and adopt the audited financial statements of the Company for the year ended June 30, 2019 together with the Directors' and Auditors' reports thereon.
2. To appoint Auditors and fix their remuneration.

### SPECIAL BUSINESS

3. To consider to increase the Authorized Capital of the Company from Rs.1,000,000,000 divided into 100,000,000 shares of Rs.10 each to Rs.2,000,000,000 divided into 200,000,000 shares of Rs. 10 each and if thought fit to pass, the following special resolution in the matter with or without amendment.

**"RESOLVED** that the Authorized Capital of the Company be and is hereby increased to Rs. 2,000,000,000 divided into 200,000,000 ordinary shares of Rs.10 each by creation of 100,000,000 new shares of Rs.10 each and that Clause V of the Memorandum of Association and Clause 3 of the Articles of Association of the Company be and are hereby amended accordingly."

4. To consider to pass the following resolutions as special resolution:
  - a) **"RESOLVED** that the transactions carried out in normal course of business with associated companies/related parties as disclosed in Note No. 45 of the financial statements during the year ended June 30, 2019 be and are hereby ratified and approved."
  - b) **"RESOLVED** that the Chief Executive Officer of the Company be and is hereby authorized to approve all the transactions carried out and to be carried out in normal course of business with associated companies/related parties during the ensuing year ending June 30, 2020 and in this connection the Chief Executive Officer be and is hereby also authorized to take any and all necessary actions and sign/execute any and all such documents/indentures as may be required in this regard on behalf of the Company."

Statement under Section 134 of the Companies Act, 2017 in the above matters mentioned in item Nos.3 and 4 are annexed.

Karachi: September 30, 2019

By Order of the Board

  
**(MANSOOR AHMED)**  
Company Secretary

**NOTES:**

1. The share transfer books of the Company will remain closed from October 22, 2019 to October 28, 2019 (both days inclusive). Transfers received in order by the Shares Registrar of the Company, M/s. FAMCO Associates (Private) Limited, 8-F, Near Hotel Faran, Nursery, Block-6, P.E.C.H.S., Shahra-e-Faisal, Karachi up to the close of business on October 21, 2019 will be treated in time for the purpose of attending the annual general meeting.
2. A member, who has deposited his/her shares into Central Depository Company of Pakistan Limited, must bring his/her participant's ID number and CDC account/sub-account number along with original Computerized National Identity Card (CNIC) or original Passport at the time of attending the meeting.
3. A member entitled to attend and vote at the Annual General Meeting may appoint another member as his/her proxy to attend, speak and vote instead of him/her.
4. Form of proxy, in order to be valid must be properly filled-in/executed and received at the registered office of the Company situated at Lakson Square, Building No.2, Sarwar Shaheed Road, Karachi not later than 48 hours before the time of the meeting.
5. Members holding shares in physical form are requested to promptly notify Shares Registrar of the Company of any change in their addresses. Shareholders maintaining their shares in electronic form should have their address updated with their participant or CDC Investor Accounts Service.
6. Shareholders who have not yet submitted their International Bank Account Number (IBAN) are requested to fill in Electronic Credit Mandate Form available on Company's website and send it duly signed along with a copy of CNIC to the Registrar of the Company M/s. FAMCO Associates (Private) Limited in case of physical shares.

In case shares are held in CDC then Electronic Credit Mandate Form must be submitted directly to shareholder's broker/participant/CDC account services.

7. Pursuant to Notification vide SRO.787(1)/2014 of September 08, 2014, SECP has directed to facilitate the members of the company receiving Annual Financial Statements and Notices through electronic mail system (e-mail). We are pleased to offer this facility to our members who desire to receive Annual Financial Statements and Notices of the Company through e-mail in future. In this respect members are hereby requested to convey their consent via e-mail on a standard request form which is available at the Company website i.e. [www.meritpack.com](http://www.meritpack.com). Please ensure that your e-mail has sufficient rights and space available to receive such e-mail which may be larger than 1 MB file in size. Further, it is the responsibility of the member to timely update the Shares Registrar of any change in the registered e-mail address.
8. Members can also avail video conference facility, in this regard, please fill the following and submit to registered address of the Company 10 days before holding of the Annual General Meeting. If the Company receives consent from members holding in aggregate 10% or more shareholding residing at a geographical location, to participate in the meeting through video conference at least 10 days prior to date of the meeting, the Company will arrange video conference facility in the city subject to availability of such facility in that city.

"I/We, \_\_\_\_\_ of \_\_\_\_\_, being a member of Merit Packaging Limited, holder of \_\_\_\_\_ ordinary share(s) as per Registered Folio No. \_\_\_\_\_ hereby opt for video conference facility at \_\_\_\_\_."

The Company will intimate members regarding venue of video conference facility at least 5 days before the date of the Annual General Meeting along with complete information necessary to enable them to access the facility.

9. Members can exercise their right to demand a poll subject to meeting requirements of Section 143 to Section 145 of the Companies Act, 2017 and applicable clauses of the Companies (Postal Ballot) Regulations, 2018.
10. Form of Proxy is enclosed.

**STATEMENT OF MATERIAL FACTS CONCERNING SPECIAL BUSINESS PURSUANT TO SECTION 134 OF THE COMPANIES ACT, 2017**

This statement sets out the material facts concerning the Special Business, given in agenda items 3 and 4 of the notice will be considered to be passed by the members. The purpose of the Statement is to set forth the material facts concerning such Special Business.

1 - Agenda Item No.3 of the Notice - at present the authorized capital of the Company is Rs.1,000,000,000 divided into 100,000,000 shares of Rs.10 each and the paid-up capital is Rs.806,283,980 divided into 80,628,398 shares of Rs.10 each. The Board of Directors recommends to increase the authorized capital to Rs.2,000,000,000 divided into 200,000,000 shares of Rs.10 each by creation of 100,000,000 new shares of Rs.10 each in order to facilitate increase in the paid-up capital as and when required to do so for benefiting operations of the Company.

2 - Agenda Item No.4(a) of the Notice - Transactions carried out with associated companies/related parties during the year ended June 30, 2019 to be passed as a Special Resolution.

The transactions carried out in normal course of business with associated companies/related parties were being approved by the Board as recommended by the Audit Committee on quarterly basis pursuant to Clause 15 of Listed Companies (Code of Corporate Governance) Regulations, 2017.

During the Board meeting it was pointed out by the Directors that as some of Company Directors were interested in these transactions, the quorum of directors seemingly could not be formed for approval, some of these transactions which have to be approved by the shareholders in the general meeting.

In view of the above, the transactions conducted during the financial year ended June 30, 2019 with associated companies/related parties shown in Note No. 45 of the financial statements are being placed before the shareholders for their consideration and approval/ratification.

3 - Agenda Item No.4(b) of the Notice - Authorization to the Chief Executive for the transactions carried out and to be carried out with associated companies during the ensuing year ending June 30, 2020 to be passed as a Special Resolution.

The Company would be conducting transactions with associated companies/related parties in the normal course of business. The majority of Directors are interested in these transactions, therefore, such transactions with associated companies/related parties have to be approved by the shareholders.

In order to comply with the provisions of Clause 15 of Listed Companies (Code of Corporate Governance) Regulations, 2019, the shareholders may authorize the Chief Executive Officer to approve transactions carried out and to be carried out in normal course of business with associated companies/related parties during the ensuing year ending June 30, 2020.

The Directors are interested in the resolutions to the extent of their common directorships and shareholding in the associated companies and the privileges attached thereto only.