



## NOTICE OF EXTRA ORDINARY GENERAL MEETING OF SHAREHOLDERS

NOTICE is hereby given that an Extra Ordinary General Meeting (EOGM) of the members of Macter International Limited (the Company) will be held on Wednesday, November 29, 2017 at 10:00 a.m. at Moosa D. Desai Auditorium, the Institute of Chartered Accountants of Pakistan, Chartered Accountants Avenue, Clifton. Karachi, to transact the following business:

### ORDINARY BUSINESS:

1. To elect nine (9) directors of the Company as fixed by the Board of Directors in their meeting held on October 21, 2017 in accordance with Section 159(1) of the Companies Act, 2017 for a period of three years.

The names of the retiring Directors are as follows:

- |                           |                            |
|---------------------------|----------------------------|
| 1. Mr. Asif Misbah        | 6. Mr. Muhammad Asif       |
| 2. Mr. Swaleh Misbah Khan | 7. Syed Salman Ahmad Zaidi |
| 3. Sheikh Muhammed Waseem | 8. Mr. Muhammad Sajid      |
| 4. Mr. Mohammed Aslam     | 9. Mrs. Naureen Swaleh     |
| 5. Sheikh Aamir Naveed    |                            |

The retiring Directors are eligible for re-election.

### SPECIAL BUSINESS:

2. To consider and approve increase in Directors' fee from Rs. 5,000/- to Rs. 25,000/- for attending meeting(s) of the Board and Committees of the Board, through amendment in Article 73 of the Articles of Association of the Company.

(Attached to this notice is a statement of material facts covering the above mentioned special business, as required under section 134(3) of the Companies Act 2017)

### OTHER BUSINESS:

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

BY ORDER OF THE BOARD

  
MUHAMMAD ASIF  
Company Secretary

November 8, 2017  
Karachi



**NOTES:**

**1. Closure of Share Transfer Books**

The share transfer books of the Company will remain closed from November 22, 2017 to November 29, 2017 (both days inclusive). Transfers received, in order, at the office of the Company's Share Registrar M/s. F.D. Registrar Services (SMC-Pvt) Limited, 17<sup>th</sup> Floor, Saima Trade Tower-A, I. I. Chundrigar Road, Karachi by the close of business on November 21, 2017 will be considered in time for attending and voting at the meeting.

**2. Participation in the meeting**

A member entitled to attend and vote at this meeting may appoint any other member as his/her proxy to attend and vote on his/her behalf. Proxies, in order, must be received at the Company's Registered Office, F-216, SITE, Karachi not later than 48 hours before the time of the meeting.

CDC Account-holders will further have to follow the under mentioned guidelines as laid down in Circular No. 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 Computerized National Identity Card (CNIC) 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 and/or the person whose securities are in group account and their registration detail is uploaded as per the regulations, shall submit the proxy form as per the above 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 CNIC or the 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 entity, the Board of Directors' resolution/power of attorney with specimen signature shall be submitted (unless it has been provided earlier) along with proxy form to the Company.

**3. Election of Directors (Item No. 3 of the Notice)**

Any member, who seeks to contest the election of directors, shall file with the Company at its Registered Office: F-216, SITE, Karachi not later than fourteen (14) days before the date of the above said meeting:

- i) his/ her intention to offer himself/herself for the election of Directors together with Consent on Form-28 as prescribed by the Act;
- ii) a declaration to the effect that he/she is aware of the duties and powers of Directors under the relevant laws, the Memorandum and Articles of Association of the Company and the Rule Book of the Pakistan Stock Exchange that he/she meets the requirement of appointment as Director under the Code of Corporate Governance 2012;
- iii) detailed profile along with office address for placement on the Company's website seven (7) days prior to the date of election in terms of SRO # 25(I)/ 2012 of January 16, 2012; and
- iv) a declaration in respect of being compliant with the requirements of the Code of Corporate Governance 2012 and eligibility criteria as set out in the Companies Act, 2017 to act as director of the listed company.
- v) An attested valid copy of Computerized National Identity Card.

**4. Change of Address**

Members are requested to notify any change in their addresses immediately.

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

**To approve the revision of meeting fees for directors for attending meeting(s) of the Board and Committees of the Board (Item No. 2 of the Notice)**

In view of Board's responsibilities and enhanced role under the Code of Corporate Governance and other statutory obligations, directors have to devote more time and expertise in the overall stewardship of the Company.

In view of the foregoing, the Board in its meeting held on October 21, 2017 recommended for enhancement of meeting fees for attending meeting(s) of the Board and Committees of the Board, from Rs.5,000/- to Rs. 25,000/- per meeting, besides usual traveling and accommodation expenses as allowed in terms of Article 73 of the Articles of Association of the Company. For this purpose, it is proposed to



consider and, if thought fit, to pass the following resolutions as special resolutions, with or without modification:

RESOLVED THAT:

- a) meeting fee of Directors' for attending meeting(s) of the Board and Committees of the Board be and is hereby increased from Rs. 5,000/- to Rs. 25,000/- per meeting;
- b) Article 73 of the Articles of Association of the Company be and is hereby amended to read as under:

“The remuneration of the Directors other than regular paid & full time working directors shall from time to time be determined by the Directors and if so desired by the Directors, the Company in General Meeting shall determine the same subject to the provisions of the Companies Act, 2017. Every Director other than regular paid and full time working Director shall be entitled to a Fee of not more than Rs.25,000/- for attending meeting(s) of the Board and Committees of the Board and in addition will be reimbursed traveling and hoteling expenses for attending the meeting as determined and approved by the Board”.

There is no interest, directly or indirectly, of any of the directors of the Company in the above mentioned items except to the extent of their meeting fees and related expenses.

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