



## NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting (AGM) of Macter International Limited (the Company) will be held on Monday, October 26, 2020 at 9:45 am through video link facility managed from the Company's head office at F-216 SITE, Karachi, to transact the following business:

### ORDINARY BUSINESS:

1. To receive, consider and adopt the audited consolidated and un-consolidated financial statements of the Company for the year ended June 30, 2020 together with the reports of the directors and auditors thereon.
2. To appoint auditors and fix their remuneration for the year ending June 30, 2021. The present auditors M/s. EY Ford Rhodes, Chartered Accountants, retire and being eligible, have offered themselves for reappointment. The Board of Directors, on recommendation of the Board Audit Committee, has proposed appointment of auditors M/s. EY Ford Rhodes, Chartered Accountants for the year ending June 30, 2021.

By Order of the Board

Asif Javed  
Company Secretary

Karachi  
October 5, 2020

### NOTES:

#### 1. Closure of Share Transfer Books

The share transfer books of the Company will remain closed from October 19, 2020 to October 26, 2020 (both days inclusive). The Members whose names appear on the Register of Members as on October 17, 2020 shall be entitled to attend and vote at the AGM.

#### 2. Participation in AGM

- (i) In pursuance of SECP's Circular No. 5 dated March 17, 2020, Circular No. 10 dated April 1, 2020 and Circular No. 25 dated August 31, 2020 respectively pertaining to Regulatory Relief to dilute impact of Corona Virus (COVID 19) for Corporate Sector, the members shall be entitled to attend the proceedings of the AGM through online means using a video link facility, Zoom application or other electronic means for the safety and well-being of the valued members and the general public.
- (ii) The members who wish to attend the AGM through video link are requested to get themselves registered by sending their particulars at the designated e-mail address (cosec@macter.com), giving particulars as per below table by the close of business hours (5:00 p.m.) on October 19, 2020:

Full Name	CNIC No	Folio / CDC Account No.	No. of Shares Held	Cell No.	E-mail Address



- (iii) The webinar link would be provided through email to the registered members / proxies who will provide all the requested information and a copy of valid CNIC. The members are also encouraged to send their questions, if any, relating to the agenda items of the AGM on the above-mentioned e-mail address by the close of business hours (5:00 p.m.) on October 19, 2020.
- (iv) In pursuance of Circular No. 1. of 2000 of SECP dated January 26, 2000 the beneficial owners of the shares registered in the name of Central Depository Company (CDC) and/or their proxies are required to produce their Computerized National Identity Card (CNIC) or passport for identification purpose at the time of attending the meeting. The form of proxy must be submitted with the Company within the stipulated time, duly witnessed by two persons whose names, addresses and CNIC numbers must be mentioned on the form, along with attested copies of the CNIC or the passport of the beneficial owner and the proxy.

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.

**3. Appointment of Proxy**

A member entitled to attend, speak and vote at this meeting may appoint any other member as his/her proxy to attend, speak and vote on his/her behalf. Instrument appointing a proxy along with valid copy of Computerized National Identity Card (CNIC) must be received at the Company's Registered Office, F-216, SITE, Karachi not later than 48 hours before the time of the meeting. Proxy Form is available at the Company's website [www.macter.com](http://www.macter.com) and also attached at the end of annual report.

**4. Notice to Members who have not provided their CNIC**

The individual Members who have not yet submitted photocopy of their valid Computerized National Identity Card (CNIC) to the Company / Share Registrar, are once again reminded to send the same at the earliest directly to Company's Share Registrar F.D. Registrar Services (Pvt) Limited, 17<sup>th</sup> Floor, Saima Trade Tower-A, I. I. Chundrigar Road, Karachi. In case of non-receipt of the copy of a valid CNIC, the Company would be constrained under section 243(3) of the Companies Act, 2017, to withhold dividend (if any) of such members.

**5. Notice for Unclaimed Dividends**

Members, who by any reason, could not claim their dividend or did not collect their physical shares, are advised to immediately contact our Company's Share Registrar, to collect/enquire about their unclaimed dividend or pending shares, if any.

**6. Change of Address**

Members are requested to notify their change of address, if any, immediately to the Company's Share Registrar.

**7. Consent for Electronic Transmission of Notices and Audited Financial Statements**

SECP through its notification SRO 787(I)/2014 dated September 8, 2014 has permitted companies to circulate Audited Financial Statements along with Notice of Annual General Meeting to its members through email. Accordingly members are hereby requested to





convey their consent and e-mail address for receiving Audited Financial Statements and Notice through email.

Please note that giving email address for receiving of Annual Financial Statements instead of receiving the same by post is optional, in case you do not wish to avail this facility please ignore this notice. Annual Financial Statements will be sent at your registered address, as per normal practice.

**8. Deposit of Physical Shares in CDC Accounts**

As per Section 72 of the Companies Act, 2017 every existing company shall be required to replace its physical shares with book-entry form in a manner as may be specified and from the date notified by SECP, within a period of four years from commencement of the Companies Act, 2017.

The members having physical shareholding may please open CDC sub-account with any of the brokers or investor's account directly with CDC to replace their physical shares into scrip less form.

For any query / information, the investors may contact the Company's Share Registrar.

**9. Placement of Audited Financials on the website**

Annual Audited Financial Statements of the Company for the year ended June 30, 2020 have been placed on Company's website i.e. [www.macter.com](http://www.macter.com).

**STATEMENT UNDER REGULATION 4(2) OF THE COMPANIES (INVESTMENT IN ASSOCIATED COMPANIES OR ASSOCIATED UNDERTAKINGS) REGULATIONS, 2017**

Name of Company	Misbah Cosmetics (Pvt) limited
Date of Approval	July 28, 2018
Amount of Investments approved	Rs. 300 million
Amount of Investment made to date	Rs. 200 million
Reason for not making investment	Remaining investment of Rs.100 million will be made as and when required

Material change in financial statements of associated company since date of resolution passed on the basis of audited accounts		
Financial Year	June 2020	June 2019
a) Breakup Value per share – Rs.	1.84	0.53
b) Earnings per share – Rs.	(2.12)	(3.80)
c) Total Assets / Total Equity and Liabilities Rs. in '000	126,134	117,783