



MURREE BREWERY COMPANY LIMITED

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE is hereby given that an Extraordinary General Meeting (EOGM) of Murree Brewery Company Limited will be held on Monday, July 24, 2023 at 10:00 a.m. at its registered office, 3-National Park Road, Rawalpindi, to transact the following businesses:

ORDINARY BUSINESS:

1. To elect seven (07) directors of the Company as fixed by the Board of Directors in accordance with the provisions of Section 159(1) of the Companies Act, 2017 for the next term of three (03) years commencing from July 27, 2023. Following are the names of the retiring directors who are eligible for re-election:
 - i. Ch. Mueen Afzal
 - ii. Mr. Isphanyar M. Bhandara
 - iii. Mr. Aamir Hussain Shirazi
 - iv. Mrs. Goshi M. Bhandara
 - v. Prof. Khalid Aziz Mirza
 - vi. Mr. Shahbaz Haider Agha
 - vii. Mr. Pervaiz Akhtar
 - viii. Ms. Jahanara Sajjad Ahmad

SPECIAL BUSINESS:

2. To consider and if deemed appropriate, approve the circulation of Company's annual audited financial statements through QR enabled code and weblink as part of notice for annual general meeting and to pass the following resolution as an Ordinary Resolution, with or without modification:

“Resolved that the consent & approval of the members of Murree Brewery Company Limited (the “Company”) be and is hereby accorded and the Company be and is hereby authorized to circulate of annual audited financial statements to its members through QR enabled code and weblink as part of the notice of annual general meeting.”

“Further Resolved that the Company Secretary be and is hereby authorized to do all acts, deeds and things, take or cause to be taken any action as may be necessary, incidental or consequential to give effect to this resolution.”

The statements of material facts under Section 166(3) and 134(3) of the Companies Act, 2017, are annexed with the Notice of EOGM circulated to the shareholders.

BY ORDER OF THE BOARD

Ch. Waqar A. Kahloon
Company Secretary

Rawalpindi
June 26, 2023



NOTES:

1. Electronic Notice of EOGM:

The Company has placed the Notice of EOGM along with form of proxy (in English and Urdu languages) on its website: www.murreebrewery.com

2. Closure of Share Transfer Books:

The Shares Transfer Books of the Company will remain closed from July 18, 2023 to July 24, 2023 (both days inclusive) and no transfer of shares will be accepted for registration during this period. Physical transfers received in order at the office of the Company's Share Registrar "CDC Share Registrar Services Limited, CDC House, 99-B, Block 'B', S.M.C.H.S. Main Shahrah-e-Faisal, Karachi" by the close of business on July 17, 2023 will be treated in time for the purpose of attending and voting at the meeting.

3. Participation in the EOGM through Video-link:

The Company has arranged the facility for attending the meeting video link. To attend the meeting through video link, the members and their proxies are requested to register themselves by providing the following information along with valid copy of CNIC / passport with the subject "Registration for Murree Brewery Company Limited EOGM" through email at general.meetings@murreebrewery.com on or before July 21, 2023:

Name of member	CNIC No.	CDC Account No./Folio No.	Cell Number	Email Address

The members who are registered after the necessary verification shall be provided a video link by the Company on the same email address that are provided to the Company. The Login facility will remain open from start of the meeting till its proceedings are concluded.

4. Election of Directors:

Any person who seeks to contest the election of directors shall, whether he/she is a retiring director or otherwise, file with the Company at its Registered Office located at 3-National Park Road, Rawalpindi a notice of his/her intention to offer himself/herself for election as a director along with the following documents and information not later than fourteen days before the date of the EOGM:

- His/her Folio No./CDC Investors Account No./CDC Participant No./Sub-Account No.
- Consent to act as director on Form 28 under Section 167 of the Companies Act, 2017.
- A detailed profile along with his/her office address as required under SECP's SRO 1196(1)/2019 dated 03 October, 2019.
- An attested copy of Computerized National Identity Card (CNIC) / Passport and National Tax Number (NTN);
- Detail of other offices / positions held;
- A declaration on non-judicial stamp paper confirming that:
 - He/she is not ineligible to become a director of the Company under Section 153 of the Companies Act, 2017 and any other applicable laws/regulations.
 - He/she is not serving as a director of more than seven listed companies simultaneously including as an alternate director.
 - He/she is aware of his/her duties and powers under the applicable laws, the Listed Companies (Code of Corporate Governance) Regulations, 2019, Memorandum & Articles of Association of Company and listing regulations of Pakistan Stock Exchange Limited.
- The persons contesting as independent directors shall submit a declaration on non-judicial stamp paper that he/she qualified the criteria of eligibility and independence stipulated under



Section 166 of the Companies Act, 2017 and regulations issued thereunder and that their names are listed on the data bank referred to in Section 166(1) of the Companies Act, 2017.

- (h) The candidates are requested to read the relevant provisions/requirements relating to the appointment/election of directors, as mentioned in the Companies Act, 2017 and the Listed Companies (Code of Corporate Governance) Regulations, 2019, the other applicable regulations and ensure compliance with the same in letter and spirit.

5. Right to Appoint Proxy:

A member entitled to attend and vote at the meeting, may appoint another member as a proxy to attend, speak and vote on behalf of him/her. A proxy must be member of the Company. Forms duly stamped with, signed and witnessed by two persons, in order to be valid must be received at the Registered Office of the Company not later than 48 hours before the time of holding the meeting. The Notice of EOGM served on the shareholders is accompanied by the Proxy Form in English and Urdu languages.

6. Members who have deposited their shares into Central Depository Company of Pakistan Limited (“CDC”) will further have to follow the under mentioned guidelines as laid down by the Securities and Exchange Commission of Pakistan:

For Attending the Meeting

- a. In case of Individuals, the account holder and/or sub-account holder whose registration details are uploaded as per the CDC Regulations, shall authenticate his/her identity by showing his/her original CNIC or original Passport along with Participant ID number and the account number at the time of attending the meeting.
- b. In case of corporate entity, the Board’s 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.

For Appointing Proxies

- a. In case of individuals, the account holder and/or sub-account holder whose registration details are uploaded as per the CDC Regulations, shall submit the proxy form as per above requirements.
- b. The proxy form shall be witnessed by two persons, whose names, addresses and CNIC numbers shall be mentioned on the form.
- c. Attested copies of the CNIC or the passport of beneficial owners and the proxy shall be furnished with the proxy form.
- d. The proxy shall produce his original CNIC or original passport at the time of the meeting.
- e. In case of corporate entity, the Board’s resolution / power of attorney with specimen signature shall be furnished (unless it has been provided earlier) along with proxy form to the Company.

7. Submission of Valid CNIC Copy:

Members are requested to submit an attested photocopy of their valid Computerized National Identity Cards (CNICs) as per SECP’s direction, if not provided earlier.

8. Change of Address:

Members are requested to promptly notify any change of address to the Company’s Share Registrar “CDC Share Registrar Services Limited, CDC House, 99-B, Block 'B', S.M.C.H.S., Main Shahrah-e-Faisal, Karachi”.

9. Postal Ballot / E-Voting:

The Company will provide the facility of electronic voting and voting by postal ballot if the number of persons who offer themselves to be elected will be more than the number of elected directors fixed by the Board under Section 159 (1) of the Companies Act, 2017.



STATEMENT OF MATERIAL FACTS UNDER SECTION 166(3) OF THE COMPANIES ACT, 2017:

Agenda Item No. 1:

The term of office of the retiring directors will expire on July 26, 2023. The Board of Directors of the Company will be re-constituted for the next term of three years by electing seven (7) directors including at least two (2) independent directors in the Extraordinary General Meeting to be held on July 24, 2023.

Section 166 of the Companies Act, 2017 provides that a statement of material facts is annexed to the notice of the general meeting called for election of directors shall indicate the justification for choosing the appointee for appointment as independent director. Accordingly, it will be ensured that the independent directors to be elected will meet the criteria set out for independence under Section 166 of the Companies Act, 2017 and regulations issued thereunder and their names are listed on the data bank of independent directors maintained by Pakistan Institute of Corporate Governance.

No directors have direct or indirect interest in the above said business other than as shareholders of the Company and that they may be eligible to contest the election for directors.

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

Agenda Item No. 2:

SECP, vide its notification No. SRO 389(I)/2023 dated March 21, 2023, has allowed the listed companies to circulate the annual balance sheet and profit and loss account, auditor's report and directors report, etc. ("annual audited financial statements") to its members through QR enabled code and weblink to its members subject to approval of shareholders in the general meeting. This facility will help all members, wherever they are located, to access the financial statements of the Company. Secondly, it will also reduce unnecessary expenditure for making CDs etc. It was also noted that most new computers do not have CD ROMs as well, which was causing problems for many members.

Considering technological advancements and old technology becoming obsolete, the circulation of annual audited financial statements through CD/DVD/USB will be discontinued.

The Company will supply the hard copies of the annual audited financial statements to the shareholders on demand, free of cost, within one week of such demand. In this regard, the Company will place a Standard Request Form on its website along with designated postal and email address of the Company Secretary / Share Registrar to whom such requests will be made.

No directors have direct or indirect interest in the above said business other than as shareholders of the Company.