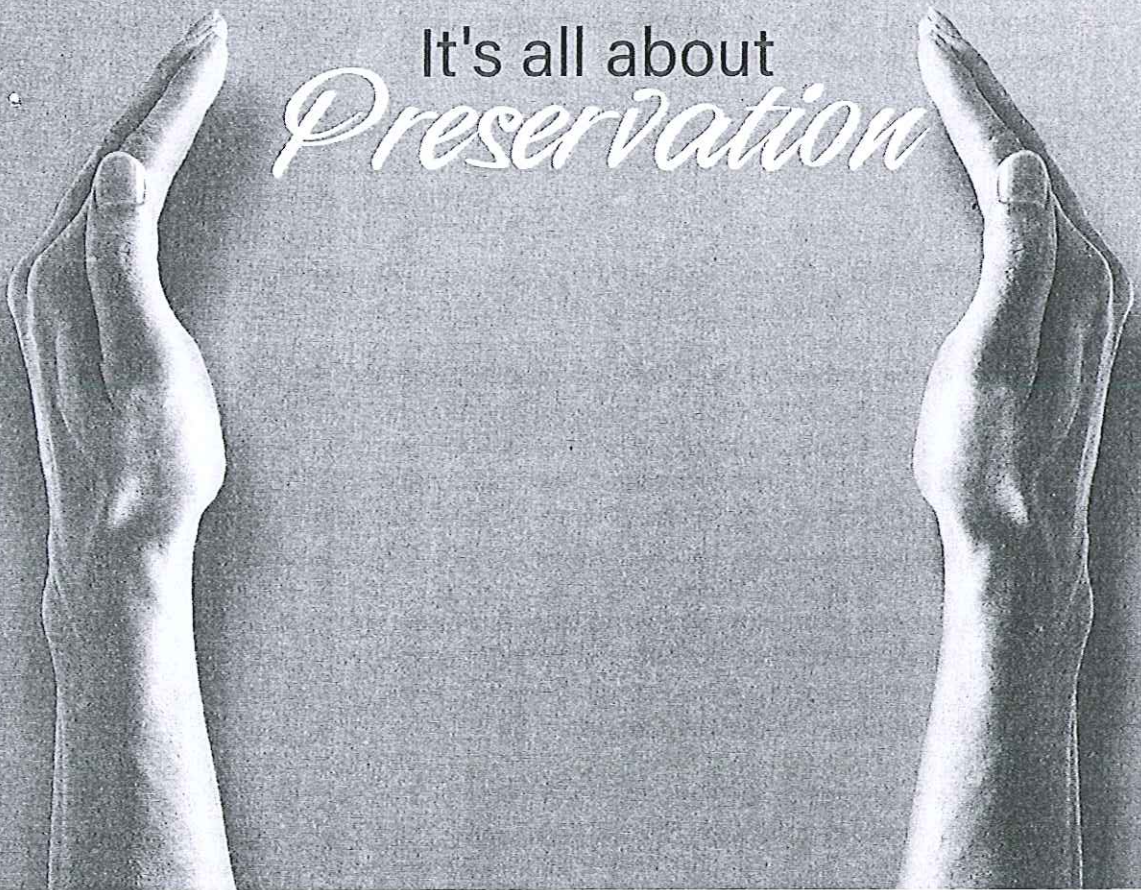




Cherat Packaging Limited
A Ghulam Faruque Group Company

It's all about
Preservation



**NOTICE OF
EXTRAORDINARY
GENERAL MEETING**



NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is hereby given that an Extraordinary General Meeting (EOGM) of Cherat Packaging Limited will be held on Thursday, June 22, 2023 at 1:00 p.m. at the Registered Office of the Company at Betani Arcade, Jamrud Road, Peshawar, to transact the following business:

SPECIAL BUSINESS

1. To consider, approve, if deem fit, increase in the authorized share capital of the Company, from Rs. 1,000,000,000 to Rs. 7,500,000,000 by creation of 650,000,000 ordinary shares of Rs. 10/- each, it is, therefore, proposed that the following resolution be passed as and by way of a Special Resolution with or without modification:

"Resolved that the authorized share capital of the Company be and is hereby increased from Rs. 1,000,000,000 to Rs. 7,500,000,000 by creation of 650,000,000 ordinary shares of Rs. 10/- each; that the new shares shall rank pari passu in all respects with the existing ordinary shares in the capital of the Company."

"Resolved further that the Memorandum and Articles of Association of the Company be and is hereby amended by substituting "1,000,000,000" with "7,500,000,000" in Clause no. 5 of the Memorandum of Association and "1,000,000,000" with "7,500,000,000" in Clause no. 3 of the Articles of Association of the Company."

2. To transact any other business with the permission of the chair.

By Order of the Board of Directors

Hina Mir

Company Secretary

Karachi: June 1, 2023

Notes:

1. The register of members of the Company will be closed from Friday, June 16, 2023 to Thursday, June 22, 2023 (both days inclusive) and no transfers will be registered during that time. Shares received in order at the Office of the Share Registrar of the Company, M/s. CDC Share Registrar Services Limited (CDCSRSL), CDC House, 99-B, Block 'B', S.M.C.H.S., Main Shakra-e-Faisal, Karachi-74400 at the close of business on Thursday, June 15, 2023 will be treated in time for attending the meeting.
2. A member of the Company eligible to attend, speak and vote at the EOGM may appoint another member as his/her proxy to attend, speak and vote in his/her stead. Proxies to be effective must be in writing and must be received by the Company's Head Office 48 hours before the Meeting.
3. The EOGM proceedings will also be held via video through ZOOM application (a video link conferencing facility). Shareholders interested to participate in the meeting are requested to email required information with subject "Registration for Cherat Packaging Limited EOGM" along with valid copy of both sides of Computerized National Identity Card (CNIC) at cdcsr@cdcsrsl.com Shareholders are advised to mention their Full Name, Folio/CDC Account Number, CNIC Number, active email address and mobile number. Video link details and login credentials will be sent to members at their provided email addresses enabling them to attend the meeting on the given date and time.

4. Shareholders will be able to login and participate in the EOGM proceedings through their devices after completing all the formalities required for the identification and verification of the shareholders. Video link and login credentials will be shared with only those members whose emails, containing all the required particulars, are received at least 48 hours before the time of EOGM.
5. Members of the Company whose shares are registered in their account/sub-account with Central Depository System (CDS) are requested to bring original Computerized National Identity Card along with their account number in CDS and participant's ID number for verification.
6. Members of physical shares are requested to notify any change in their addresses to the Company's Share Registrar. Whereas, shareholders of CDC Accounts are requested to immediately notify any change in their addresses to their respective CDC Participant / Broker / CDC Investor Account Services.
7. According to Section 119 of the Companies Act, 2017, and Regulation 19 of the Companies (General Provisions and Forms) Regulations, 2018, all physical shareholders are advised to provide their mandatory information such as CNIC number, address, email address, contact mobile / telephone numbers, occupation, etc. to CDC Share Registrar Services Limited immediately to avoid any non-compliance of law or any inconvenience in future.
8. Members of physical shares who have not yet submitted photocopy of their valid Computerized National Identity Card (CNIC) are requested to send the same to the Share Registrar of the Company.
9. As per Section 72 of the Companies Act, 2017 every existing listed 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 the SECP. The Shareholders having physical shareholding are accordingly required to open their account with investors account services of CDC or sub account with any of the brokers and convert their physical shares in book entry form. This will facilitate the shareholder in many ways, including safe custody and sale of shares, any time they want, as the trading of physical shares is not permitted as per existing regulations of the Pakistan Stock Exchange Limited.
10. Shareholders are hereby reminded that Section 242 of the Companies Act, 2017 provides that in case of a listed Company, any cash dividend declared by the Company must be paid electronically directly into the bank accounts of the shareholders. In order to receive dividends directly into their bank account, shareholders are requested to fill in E-Dividend Mandate Form available on the Company's website i.e. www.gfg.com.pk and send it duly signed along with a copy of CNIC to the Registrar of the Company M/s. CDC Share Registrar Services Limited in case of physical shares. In case shares are held in CDC, then E-Dividend Mandate Form must be submitted directly to shareholder's broker/participant/CDC investor account services. In case of non-submission of IBAN, the Company will withhold the payment of dividends under the Companies (Distribution of Dividends) Regulations, 2017. Further, the information regarding gross dividend, tax/zakat deduction and net amount of dividend will be provided through the Centralized Cash Dividend Register (CCDR), therefore, shareholders should register themselves to CDC's eServices Portal at <https://eservices.cdcaccess.com.pk>.

11. In compliance of Section 244 of the Companies Act 2017, once the Company has completed stipulated formalities, any unclaimed dividend and /or shares that have remained outstanding for a period of three years from the date of becoming due and payable or more shall be credited to the Federal Government (in case of dividend) or delivered to the SECP (in case of physical shares). Shareholders who by any reason could not collect and remained their unclaimed dividend/shares are advised to contact our Share Registrar of the Company to collect/inquire about their unclaimed dividend or shares, if any.
12. Members can also avail video conference facility, in this regard, please fill the following and submit to the Head Office of the Company seven (7) days before holding of the Extraordinary 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 seven (7) 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 Cherat Packaging Limited, holder of _____ ordinary share(s) as per Registered Folio No. _____ hereby opt for video conference facility at _____".
13. Members may exercise their right to vote by means of postal ballot i.e. by post or through electronic mode subject to the requirements of section 143 and 144 of the Companies Act, 2017, and Companies (Postal Ballot) Regulations, 2018, for the purpose of Special Business, members will be allowed to exercise their right to vote through postal ballot/electronic mode in accordance with the requirement and procedures contained in the aforesaid Regulations. The schedule and procedure of postal ballot/electronic voting shall be placed on the Company's website i.e. www.gfg.com.pk seven (7) days before the meeting.

STATEMENT UNDER SECTION 134 OF THE COMPANIES ACT, 2017

The statement sets out material facts concerning "Special Business" to be transacted at the Extraordinary General Meeting of the Company to be held on Thursday, June 22, 2023. The approval of the Members of the Company will be sought for:

Increase in authorized share capital

The Company currently has an authorized share capital of Rs. 1,000,000,000 divided into 100,000,000 ordinary shares of Rs. 10/- each.

In order to facilitate future increase in the paid up share capital of the Company, the Board of Directors has recommended that the authorized share capital of the Company be increased from Rs. 1,000,000,000 to Rs. 7,500,000,000 by creation of 650,000,000 ordinary shares of Rs. 10/- each. For this purpose, the Board of Directors has also recommended that the resolution be passed as a Special Resolution. The resolution increases the authorized share capital of the Company in the manner stated above and makes the required consequential changes in the Memorandum and Articles of Association of the Company. The Directors of the Company have no special interest, directly or indirectly, in the above resolutions except to the extent of their shareholding in the Company.