

**MATCO FOODS LIMITED**

B-1/A, S.I.T.E., Phase 1, Super Highway
Industrial Area, Karachi-75340.
Tel: +92 21 36880735, 36880737
Cell: +92 301 8250969, +92 321 2422902
Fax: +92 21 36881443
Email: contact@matcofoods.com

October 3, 2019

The General Manager
Pakistan Stock Exchange
Stock Exchange Building
Stock Exchange Road
Karachi

Dear Sir,

Subject: Notice of Annual General Meeting

Please find enclosed herewith a copy of the Notice of Annual General Meeting of Matco Foods Limited to be held on Thursday, October 24, 2019 at 10:45 am at Institute of Cost and Management Accountants of Pakistan, Seminar Room, ICMA Pakistan Building ST-18/C, ICMAP Avenue, Block 6, Gulshan-e-Iqbal, Karachi 75300 for your information and record.

Yours truly,

For and on behalf of Matco Foods Limited

Danish Ahmed
Company Secretary



CC: The Director/HOD
Surveillance, Supervision and Enforcement Department
Securities and Exchange Commission of Pakistan
NIC Building, 63-Jinnah Avenue, Blue Area,
Islamabad.

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NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given to the members that Annual General Meeting of Matco Foods Limited will be held on Thursday, October 24, 2019 at 10:45 am at Institute of Cost and Management Accountants of Pakistan, Seminar Room, ICMA Pakistan Building ST-18/C, ICMAP Avenue, Block 6, Gulshan-e-Iqbal, Karachi 75300 to transact the following business:

A. Ordinary Business:

1. To confirm the minutes of extra-ordinary general meeting held on April 18, 2019.
2. To receive, consider and adopt the Audited Annual Financial Statements of the company together with the Directors' and Auditors' reports thereon for the year ended June 30, 2019 along with the Audited Consolidated Financial Statements of the company and Auditor's report thereon for the year ended June 30, 2019.
3. To approve the payment of final cash dividend @ Rs. 0.70 per share i.e. 7% for the year ended June 30, 2019 as recommended by the Board of Directors.
4. To appoint Auditors of the company for the year ending June 30, 2020 at a mutually agreed rate of remuneration. The Board of Directors on the recommendation of the Audit Committee has proposed appointment of M/s Grant Thornton Anjum Rehman Chartered Accountants. The retiring Auditors being eligible offer themselves for re-appointment.
5. To transact any other business with the permission of the Chairman.

Karachi
October 03, 2019

By order of the Board

Danish Ahmed
Company Secretary



NOTES:

1) CLOSURE OF SHARE TRANSFER BOOK

The share transfer books of the Company will remain closed and no transfer of shares will be accepted for registration from October 17, 2019 to October 24, 2019 (both days inclusive). Transfers received in order at the Company's Registrar Office at THK Associates (Pvt.) Ltd. 1st Floor, 40-C, Block-6, P.E.C.H.S., Karachi, by the close of business on October 16, 2019 will be treated in time for the purpose of payment of the final cash dividend, if approved by the shareholders.



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2) PARTICIPATION IN THE ANNUAL GENERAL MEETING

A member entitled to attend a vote at the meeting may appoint another member as his/her proxy to attend, speak and vote at the meeting on his/her behalf. Instrument appointing proxy must be deposited duly completed in all respects with the Company's registrar office at THK Associates (Pvt.) Ltd. not less than 48 hours before the time of meeting. The form of proxy is attached in the Annual Report.

The CDC account holders will further have to follow the undermentioned guidelines as mentioned in circular number 1 of 2000 dated January 26, 2000 issued by the Securities and Exchange Commission of Pakistan.

(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 (in case of foreigner) at the time of attending the meeting.
- ii) In case of corporate entity, the certified copy of 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 details are 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 (in case of foreigner) at the time of the meeting.
- v) In case of corporate entity certified copy the Board of Directors' resolution/power of attorney with specimen signature of the nominee to represent and vote on behalf of the corporate entity shall be produced (unless it has been provided earlier) along with proxy form to the company.



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3) CNIC/NTN NUMBER ON DIVIDEND WARRANT (MANDATORY)

As it has already been notified from time to time, SECP has directed vide its Notification S.R.O. 831(1)/2012 dated July 5, 2012 that the Dividend Warrant(s) should also bear the Computerized National Identity Card (CNIC) number of the registered shareholder or the authorized person, except in case of minor(s) and corporate shareholder(s).

In order to comply with the SECP's directives and in terms of Section 243(2)(a) of the Companies Act, 2017, the Company shall be constrained to withhold the Dividend Warrant(s), in case of non-availability of a copy of valid CNIC (for individuals) and National Tax Number (for corporate entities).

Accordingly, shareholders who have not yet submitted a copy of their valid CNIC or NTN are once again requested to immediately submit the same to the Company or Share Registrar, M/s. THK Associates (Pvt.) Limited.

4) TRANSMISSION OF ANNUAL AUDITED ACCOUNTS THROUGH EMAIL

The Securities and Exchange Commission of Pakistan through its notification SRO787(1)/2014 dated 8th September 2014 has permitted / allowed companies to circulate Annual Financial Statements along with the Notice of Annual General Meeting to its members through email. Accordingly, members are requested to send written request to the company's registered office at mentioned above along with your valid email address to provide you the financial statements at your valid email address. In case you don't wish to avail this facility, the financial statements will be sent to you at your registered address as per normal practice.

5) DEDUCTION OF WITHHOLDING INCOME TAX FROM DIVIDEND UNDER SECTION 150 THE INCOME TAX ORDINANCE, 2001 (MANDATORY)

i) The rates of deduction of income tax under Section 150 of the Income Tax Ordinance, 2001 from dividend payment, if any, effective July 1, 2019 are as follows:

1.	Rate of tax deduction for persons appearing in Active Taxpayer List (ATL)	15%
2.	Rate of tax deduction for persons not appearing in Active Taxpayer List (ATL)	30%

Shareholders who are filers are advised to make sure that their names are entered into latest Active Tax Payer List (ATL) provided on the website of FBR at the time of dividend payment otherwise they shall be treated as non-filers and tax on their dividend will be deducted at the rate of 30% instead of 15%.

The Federal Board of Revenue has clarified that withholding tax will be determined separately on filer and non-filer status of principal shareholder as well as joint holder (s) based on their shareholding of each joint holder as may be notified by the shareholder, in writing as follows, to our Share Registrar, or if not so notified, each joint holder shall be assumed to have an equal number of shares.

