

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of shareholders of Bunny's Limited (the "Company") will be held on Monday, 28 October 2019 at 12:00 PM, at 105/A, Quaid-e-Azam, Industrial Estate, Kot Lakhpat, Lahore to transact the following Business:

Ordinary Business:

1. To receive, consider and adopt the Chairman's Review Report, the Report of Directors and Auditors together with Audited Annual Financial Statements for the year ended 30 June 2019;
2. To appoint Company's auditors and to fix their remuneration. The members are hereby notified that the Audit Committee and the Board of directors have recommended the name of retiring auditors M/s Aslam Malik & Co., Chartered Accountants for appointment as auditors of the Company

Special Business:

3. To consider and, if thought fit, to approve alterations in Memorandum of Association of the Company by passing the resolution as a special resolution proposed in the Statement to include the business of manufacture of food and food related products in Clause III of the Memorandum of Association.

Statement under Section 134 (3) of the Companies Act, 2017 is annexed to the notice of meeting sent to the shareholders.

BY ORDER OF THE BOARD

Registered office

105/A, Quaid-e-Azam Industrial Estate, Kot Lakhpat, Lahore
07 October, 2019

Muhammad Zubair
Company Secretary

Notes:

1. Book Closure:

The Share Transfer Books of the Company will remain closed from **October 21, 2019 to October 28, 2019** (both days inclusive). Transfers received at M/s F.D. Registrar Services (SMC-Pvt) Ltd., the Company's Share Registrar and Transfer Agent's Office at Office # 1705, 17th Floor, Saima Trade Tower-A, I.I. Chundrigar Road, Karachi at the close of business hours on October 21, 2019, will be treated in time for the purposes of entitlement of final cash dividend and to attend, speak and vote at the annual general meeting (AGM).

2. A member entitled to attend and vote at this meeting may appoint any other member as his/her proxy to attend and vote instead of him/her and a proxy so appointed shall have such rights, as respects attending, speaking and voting at the Annual General Meeting as are available to the Member. A Proxy must be a member of the Company.
3. The instrument appointing a proxy and the power of attorney or other authority under which it is signed or a notarial attested copy of the power of attorney must be deposited at the Registered Office of the Company at least 48 hours before the time of the meeting. Proxy Forms, in English and Urdu languages, have been dispatched to the members along with the notice of AGM

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4. 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.

A. For Attending the Meeting

- a. In case of Individuals, the account holder and/or sub-account holder and their registration details are uploaded as per the CDC Regulations, shall authenticate his/her identity by showing his/her original CNIC or, original Passport 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.

B. For Appointing Proxies

- a. In case of individuals, the account holder and/or sub-account holder and their 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.

5. CNIC/IBAN for E-Dividend Payment

The provisions of Section 242 of the Companies Act, 2017 require the listed companies that any dividend payable in cash shall only be paid through electronic mode directly into the bank account designated by the entitled shareholders. Accordingly, the shareholders holding physical shares are requested to provide the Company's Share Registrar at the address given herein above, electronic dividend mandate on E-Dividend Form provided in the annual report and also available on website of the Company. In the case of shares held in CDC, the same information should be provided to the CDS participants for updating and forwarding to the Company. In case of non-submission, all future dividend payments may be withheld.

6. Zakat Declarations:

The members of the Company are required to submit Declaration for Zakat exemption in terms of Zakat and Ushr Ordinance, 1980.

7. Unclaimed Dividend and Bonus Shares

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

8. Video Conference Facility

Pursuant to the provisions of the Companies Act, 2017, the shareholders residing in a city and holding at least 10% of the total paid up share capital may demand the Company to provide the facility of video-link for participating in the AGM. The demand for video-link facility shall be received by the Share Registrar at the address given hereinabove at least ten (10) days prior to the date of the meeting on the Standard Form provided in the annual report and also available on the company's website.

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9. Placement of Financial Statements

The Company has placed a copy of the Notice of AGM and Annual Financial Statements for the year ended 30 June 2019 along with Auditors and Directors Reports thereon and Chairman's Review on the website of the Company: www.bunnys.com.pk

Statement under Section 134 (3) of the Companies Act, 2017

This statement sets out the material facts pertaining to the Special Business to be transacted at the Annual General Meeting of the Company.

Alteration of Memorandum of Association of the Company:

The company has been amalgamated with Moonlite (Pak) Limited and its name was subsequently changed to Bunny's Limited. Bunny's Limited is mainly involved in the manufacturing of bakery, snack food and other related products, so these objects are being added in the object clause of the Memorandum of Association of the Company.

No directors or Chief Executive of the Company or their relatives have any interest in the proposed alterations of the Memorandum of Association of the Company except in their capacities as directors/Chief Executive/shareholders.

Draft proposed Resolutions:

The following resolution is proposed to be passed as Special Resolution, with or without modifications to amend the Memorandum of Association of the Company:

"RESOLVED that subject to confirmation of the Securities and Exchange Commission of Pakistan (SECP), the following new sub-clause be and is hereby added in clause III of the Memorandum of Association immediately before the existing sub-clause (1) read as follows:

"To carry on the business of manufacture of bakery food, frozen bakery, ready meals, heat and eat products and all types of snack food products, to process, manufacture, produce, refine, prepare, import, export, self-distribute and to deal in all kinds of bakery products including frozen bakery, all types of snack food including extruded snacks, palleted snacks, nimkos, nuts and all products and by-products, to make, trade, import, export, improve, sell all types of confectionary products and bakery items such as toffees, lozenges, sweets, cakes, pastries, cookies, wafers, condoles, lemon-drops, chocolate, breads, biscuits and tinned fruits, to carry on the business as buyers, sellers, importers, exporters, traders, indenters, suppliers, wholesale and retail dealers of chips, crisp nimco foods, pulses, grain, beverages, jams, all types of nuts packed or unpacked food products of all kind and description in Pakistan and abroad."

FURTHER RESOLVED THAT the aforesaid new sub-clause be and is hereby numbered as (1) and the existing sub-clause (1) be renumbered as sub-clause (1a) of Clause III of the Memorandum of Association.

FURTHER RESOLVED THAT the amended Memorandum of Association, as laid before the members, bearing the initials of the Company Secretary for the purpose of identification be and is hereby approved and adopted.

FURTHER RESOLVED that the Chief Executive Officer and / or Company Secretary be and are hereby authorized to do all acts, deeds and things, take any or all necessary actions to complete all legal and

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corporate formalities, make amendments, modification addition or deletion and file all requisite documents and/or application with requisite documents with the Registrar to effectuate and implement this special resolution.

FURTHER RESOLVED that the aforesaid alteration in the Memorandum of the Company shall be subject to any amendment, modification, addition or deletion as may be deemed appropriate by the authorized person or as may be suggested, directed and advised by the SECP which suggestion, direction and advise shall be deemed to be have been approved as part of the passed Special Resolution without the need of the members to pass a fresh Special Resolution.”

Comparative Analysis

It is proposed to add a new clause to the existing Object Clause of the Memorandum of Association of the Company as mentioned herein above for add a new business activity of LPG business.

Reasons for Alteration in Memorandum of Association:

The proposed alteration is being made to reflect the business of the amalgamating company.

Availability of Relevant Documents and Inspection

A copy each of the existing and proposed Memorandum of Association indicating the proposed amendments are available for inspection at the registered office of the Company from 9.00 a.m. to 5.00 p.m. on any working day, upto the last working day before the date of the Annual General Meeting. The same shall also be available for inspection by the members in the Annual General Meeting.

Statement of the Board of Directors

We, the members of the Board of Directors of the Company hereby confirm that the proposed amendments/alterations in the Memorandum of Association of the Company comply with the applicable laws and regulatory framework.


Director
Board of Directors



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