

Notice of Meeting

Notice is hereby given that the 132nd General Meeting (Extraordinary) of the shareholders of Rafhan Maize Products Co. Ltd. will be held on Tuesday, September 7, 2021 at 3:00 p.m. at the Company's Head Office, Rakh Canal East Road, Faisalabad to transact the following business:

To elect eleven (11) Directors of the Company as fixed by the Board for a term of three years commencing from 7th September, 2021 in accordance with the provision of section 159 of the Companies Act, 2017.

Names of the present Directors retiring and eligible to file for nomination are as under:

- | | |
|---------------------------------|------------------------|
| 1. Mr. Pierre Perez y Landazuri | 5. Mr. Zulfikar Mannoo |
| 2. Mr. Usman Qayyum | 6. Mian M. Adil Mannoo |
| 3. Mr. James D. Gray | 7. Mr. Wisal A. Mannoo |
| 4. Mr. Michael F. O'Riordan | 8. Mr. Tahir Jawaid |

By order of the Board
Mustafa Kamal Zuberi
Company Secretary

Faisalabad, August 16, 2021

Notes:

Due to current COVID-19 situation, the Securities and Exchange Commission of Pakistan (SECP) in terms of its Circular No.5 of 2020 issued on March 17, 2020 and subsequent circulars No. 36 of 2020 dated August 31, 2020, No.33 of 2020 dated November 5, 2020 has advised companies to modify their usual planning for general meetings for the safety and wellbeing of shareholders and the public at large. Now vide Circular No.4 of 2021 dated February 15, 2021, SECP has made a regular feature to participate in General Meeting through electronic means from the date of this circular. Considering the SECP's directives, the Company intends to convene this EGM with minimal physical interaction of shareholders while ensuring compliance with the quorum requirements and requests the Members to consolidate their attendance at the EGM through proxies.

The Company, furthermore, has made arrangements to ensure that all participants, including shareholders, can now participate in the EGM proceeding via video-link. For this, Members are required to email their Name, Folio Number and Number of Shares held in their names with subject "Registration for RAFHAN EGM" at corporate@raffhanmaize.com. Video-link and login credentials will be shared with only those Members whose emails, containing all the required particulars, are received at the given email address by or before 5:00 p.m. on August 31, 2021. Members are, therefore, encouraged to attend the EGM through video-link or by consolidating their attendance through proxies.

1. The Share Transfer Books of the Company will remain closed from September 1 to September 7, 2021 (both days inclusive) and no transfer will be accepted for registration during this period.
2. A member entitled to attend, speak and vote at the meeting shall be entitled to appoint another person as his/her proxy to attend, speak and vote instead of him/her, and a proxy so appointed shall have such rights with respect to attending, speaking and voting at the meeting as are available to a member. Proxies in order to be effective must be received by the Company not less than 48 hours before the meeting. A proxy need not be a member of the Company. Form of proxy is attached.



3. Shareholders are requested to notify change of address, if any, to Company's Shares Registrar, M/s FAMCO Associates (Pvt.) Ltd; S-F, Next to Hotel Faran, Nursery, Block-6, PECHS, Shahrah-e-Faisal, Karachi.
4. CDC shareholders desiring to attend the meeting are requested to bring their original Computerized National Identity Cards, Account and Participant's ID numbers, for identification purpose, and in case of proxy, to enclose an attested copy of CNIC or passport of the CDC shareholder.
5. E-Voting: Members can exercise their right of vote under applicable clauses of Companies (Postal Ballot) Regulations, 2018.
6. **E-Dividend:** In accordance with the provisions of Section 242 of the Companies Act, 2017, a listed company is required to pay cash dividend to the shareholders ONLY through electronic mode directly into the bank accounts designated by the entitled shareholders.
In order to receive dividends directly into their bank accounts, shareholders are requested to fill in Dividend Mandate Request Form available at Company's website www.rafhanmaize.com and send it duly signed along with copy of CNIC to the Shares Registrar of the Company in case of physical shares. In case the shares are held in CDC, then the Form must be submitted directly to shareholders' broker/participant/CDC Account Services.
7. **Deposit of Physical Certificate in CDC Account:** As per Section 72 of Companies Act, 2017, every listed company shall be required to replace its physical certificates with book-entry form in a manner as may be specified and from the date notified by the commission, within a period not exceeding four years from the commencement of this Act.

The Shareholder having physical shares are encouraged to open the CDC sub-account with any of the brokers or investor Account directly with CDC to place their physical certificates into scripless form.

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

Any member who seeks to contest an election to the office of Director, whether he is a retiring director or otherwise, shall file with the Company at its registered office not later than 14 days before the date of the above said meeting:

- Notice of his/her intention to offer himself/herself for election as Director in terms of Section 159(3) of the Companies Act, 2017.
- Consent to act as Director on Form-28, duly completed and signed by the candidate as required under Section 167(1) of the Companies Act, 2017.
- Detailed profile along with the office address for placement on the Company's website seven (7) days prior to the date of election in terms of S.R.O. 25(1)/2012 of January 16, 2012.
- Signed declaration to the effect that he/she is aware of the duties and powers of directors under the Companies Act, 2017, Memorandum and Articles of Association of the Company, Rule Book of Pakistan Stock Exchange and the listed Companies (Code of Corporate Governance) Regulations, 2019; and other relevant laws and regulations.
- Signed declaration to the effect that he/she is compliant with the requirements, and eligibility criteria as set out in the Companies Act, 2017 and Listed Companies (Code of Corporate Governance) Regulations, 2019 to be appointed as a Director/Independent Director of the listed Company.
- Attested copy of valid CNIC/Passport and NTN.
- Independent Directors will be elected through the process of election of directors in terms of Section 159 of the Companies Act, 2017 and they shall meet the criteria laid down under section 166(2) of the Companies Act, 2017.