



fauji foods

FFL/HO/CS/

August 04, 2022

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

Subject: **Notice of Extraordinary General Meeting of Fauji Foods Limited**

Dear Sir,

Enclosed please find a copy of Notice of Extraordinary General Meeting of the Company to be held on August 30, 2022 at 11:00 am at Lahore for circulation amongst the TRE certificate holders of the Exchange.

Yours sincerely,

Brig. Hamid Mahmood Dar (Retd)
Company Secretary



FAUJI FOODS LIMITED

Registered/ Head Office: 42 CCA, ExPark View, DHA Phase-VIII, Lahore

NOTICE OF THE EXTRAORDINARY GENERAL MEETING

Notice is hereby given that the Extraordinary General Meeting of the shareholders of Fauji Foods Limited will be held at FFL Head Office Lahore and also virtually through video link at 1100 hours on Tuesday, August 30, 2022 to transact the following business:

ORDINARY BUSINESS:

1. To confirm minutes of 55th Annual General Meeting held on March 16, 2022.

SPECIAL BUSINESS:

To consider and if deemed appropriate, to pass with or without modification, alteration or any amendment, the following resolutions as Special Resolutions:

“RESOLVED THAT:

- (i) the authorized share capital of the Company be increased from Rs. 18,000,000,000 (Rupees Eighteen Billion) divided into 1,800,000,000 (One Billion Eight Hundred Million) ordinary shares of Rs. 10/- (Rupees Ten) each to Rs. 28,000,000,000 (Rupees Twenty Eight Billion) divided into 2,800,000,000 (Two Billion Eight Hundred Million) ordinary shares of Rs. 10/- (Rupees Ten) each.
- (ii) the figures and words “Rs. 18,000,000,000 (Rupees Eighteen Billion) divided into 1,800,000,000 (One Billion Eight Hundred Million) Ordinary Shares of Rs. 10/- (Rupees Ten) each” appearing in Clause V of the Memorandum of Association of the Company be substituted by the figures and words “Rs. 28,000,000,000 (Rupees Twenty Eight Billion) divided into 2,800,000,000 (Two Billion Eight Hundred Million) Ordinary Shares of Rs. 10/- (Rupees Ten) each”.

FURTHER RESOLVED THAT the Chief Executive Officer, Chief Financial Officer and the Company Secretary be and are hereby jointly and severally authorized to take any and all necessary steps and actions for implementing the above resolutions, including, without limitation, to seek any and all consents and approvals and (where required) file all necessary documents, statutory returns, declarations and applications, pay and incur all necessary fees and expenses and to appear and make representations before any regulatory or other authority, as may be necessary or conducive for and in connection with any of the foregoing matters and to sign, issue and dispatch all such documents and notices and do all such acts as may be necessary for carrying out the aforesaid purposes and giving full effect to the above resolutions.”

OTHER BUSINESS:

To transact any other business with the permission of the Chair.

By Order of the Board
Fauji Foods Limited

Brig Hamid Mahmood Dar (Retd)
Company Secretary

Lahore
July 22, 2022

CLOSURE OF SHARE TRANSFER BOOKS:-

Share transfer books of the Company will remain closed from August 24, 2022 to August 30, 2022 (both days inclusive) for the purpose of holding the Extraordinary General Meeting.

NOTES:-

1. A member of the Company entitled to attend and vote at the General Meeting may appoint a person/representative as proxy to attend and vote in place of member at the meeting. Proxies in order to be effective must be received at Company's registered office duly stamped and signed not later than 48 hours before the time of holding meeting. A member cannot appoint more than one proxy. Attested copy of shareholder's CNIC must be attached with the proxy form.
2. The CDC/sub account holders are required to follow the under mentioned guidelines as laid down by Securities and Exchange Commission of Pakistan contained in Circular No. 1 of 2000 dated January 26, 2000:-
 - (a) For attending the meeting
 - i. In case of individuals, the account holder or sub-account holder shall authenticate his/her identity by showing his / her original national identity card or original passport at the time of attending the meeting.
 - ii. In case of corporate entity, the Board of Directors' resolution / power of attorney with specimen signature of the nominee shall be produced at the time of meeting.
 - (b) For appointing proxies
 - i. In case of individuals, the account holder or sub-account holder shall submit the proxy form as per the above requirement.
 - ii. The proxy form shall be witnessed by the 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 at the time of the meeting.
 - v. In case of corporate entity, the Board of Directors' resolution/power of attorney with specimen signature shall be submitted to the Company along with proxy form.
3. Members are requested to promptly notify any change in their addresses.
4. Members, having physical shares, are advised to intimate any change in their registered address and the shareholders who have not yet submitted photocopies of their Computerized National Identity Cards (CNIC) are requested to send the same at the earliest.
5. Shareholders who wish to receive annual reports and notice of the General Meeting through e-mail are requested to provide, through a letter duly signed by them, their particulars, i.e. Name, Folio/ CDC A/C No., E-mail Address, Contact Number, CNIC Number (attach copy). Shareholders are also requested to notify immediately any change in their e-mail address to the Share Registrar of the Company i.e. M/s Corplink (Pvt.) Limited, Wings Arcade, 1-K, Commercial, Model Town, Lahore.

Consent for Video Conference Facility

Members can also avail video conference facility in Karachi and Islamabad. In this regard please fill the following and submit to registered address of the Company 10 days before holding the general meeting.

If the Company receives consent from members holding in aggregate 10% or more shareholding residing at geographical location, to participate in the meeting through video conference at least 10 days prior to the date of meeting, the Company will arrange video conference facility in that city subject to availability of such facility in that city.

The Company will intimate members regarding venue of video conference facility at least 5 days before the date of general meeting alongwith complete information necessary to enable them to access such facility.

I/We, _____ of _____, being a member of Fauji Foods Limited, holder of _____ Ordinary Share(s) as per Register Folio / CDC Account No _____ hereby opt for video conference facility at _____.

Signature of member

6. E-Voting

Members can exercise their right to demand a poll subject to meeting requirements of Sections 143 -145 of Companies Act, 2017 and applicable clauses of Companies (Postal Ballot) Regulations 2018.

7. Participation in EOGM through electronic means:

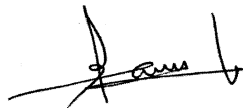
As per directions issued by SECP through Circular No EMD/MISC/82/2012-77 dated February 15, 2021 in the light of the threat posed by evolving COVID-19 situation (Corona Virus) pandemic and to protect the wellbeing of the shareholders, members are also requested to participate in the Extraordinary General Meeting through the following means:

- | | | |
|----|--------------|--------------------------------|
| 1. | WhatsApp No. | [0321-8318007] |
| 2. | Email ID | [secretary@faujifoods.com] |
| 3. | Video Link | [Join Through Below Zoom Link] |

<https://ffbl.zoom.us/j/2315355306?pwd=dUFUL0pHNUJFSTdINzNZWVJWdVVDUT09>

Meeting ID:	231 535 5306
Passcode:	335335

Members who intend to participate physically should consolidate their attendance through proxies. Shareholders are requested to mention Name, CNIC No, Folio / CDC A/c No and number of shares for identification.



Company Secretary
Fauji Foods Limited

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

Pursuant to Section 134(3) of the Companies Act, 2017, this statement sets forth the material facts concerning the special business listed hereinabove, to be transacted at the Extraordinary General Meeting of Fauji Foods Limited to be held virtually at FFL Head Office Lahore on August 30, 2022 at 1100 hrs.

Increase in Authorized Share Capital

- i) the authorized share capital of the Company is being increased so that the Company has the option to issue further shares, as and when it deems fit, in the future.
- ii) the authorized share capital of the Company be increased from Rs. 18,000,000,000 (Rupees Eighteen Billion) divided into 1,800,000,000 (One Billion Eight Hundred Million) ordinary shares of Rs. 10/- (Rupees Ten) each to Rs. 28,000,000,000 (Rupees Twenty Eight Billion) divided into 2,800,000,000 (Two Billion Eight Hundred Million) ordinary shares of Rs. 10/- (Rupees Ten) each.

Amendment to the Memorandum of Association

The Memorandum of Association of the Company is being amended in light of the proposed increase in the authorized share capital of the Company. Accordingly, the following amendment is being proposed to the Memorandum of Association of the Company:

The figures and words "Rs. 18,000,000,000 (Rupees Eighteen Billion) divided into 1,800,000,000 (One Billion Eight Hundred Million) Ordinary Shares of Rs. 10/- (Rupees Ten) each" appearing in Clause V of the Memorandum of Association of the Company be substituted by the figures and words "Rs. 28,000,000,000 (Rupees Twenty Eight Billion) divided into 2,800,000,000 (Two Billion Eight Hundred Million) Ordinary Shares of Rs. 10/- (Rupees Ten) each".

<u>Original Clause</u>	<u>Amended Clause (amendments are in bold type and are underlined)</u>
V. The Authorised Capital of the Company is Rs. 18,000,000,000 (Rupees Eighteen Billion) divided into 1,800,000,000 (One Billion Eight Hundred Million) Ordinary Shares of Rs. 10/- each, with attached thereto such preferential, deferred, qualified or special rights, privileges or conditions as provided in the Articles of Association of the Company, or in accordance with the Companies Act, 2017, and to vary, modify or abrogate such rights, privileges or conditions, in such manner as may be permitted by the Companies Act, 2017 and to increase and / or reduce the capital and to divide shares in the capital into several kinds and classes and to consolidate or subdivide the shares and to issue shares for higher or lower denominations.	V. The Authorised Capital of the Company is <u>Rs. 28,000,000,000 (Rupees Twenty Eight Billion) divided into 2,800,000,000 (Two Billion Eight Hundred Million) Ordinary Shares of Rs. 10/- (Rupees Ten) each</u> , with attached thereto such preferential, deferred, qualified or special rights, privileges or conditions as provided in the Articles of Association of the Company, or in accordance with the Companies Act, 2017, and to vary, modify or abrogate such rights, privileges or conditions, in such manner as may be permitted by the Companies Act, 2017 and to increase and / or reduce the capital and to divide shares in the capital into several kinds and classes and to consolidate or subdivide the shares and to issue shares for higher or lower denominations.

The Board confirms that the proposed alterations to clause V of the Memorandum of Association of the Company are in line with the applicable provisions of the law and regulatory framework.

FAUJI FOODS LIMITED



FORM OF PROXY

Registered Folio No. /
CDC Account No. _____

I/We _____
(Name)

of _____
(Address)

being a member of FAUJI FOODS LIMITED hereby appoint

_____ (Name)

of _____ (Address)

or failing him _____ (Name)

of _____ (Address)

(also being a member of the Company) as my/ our proxy to attend, act and vote for me/ us and on my/ our behalf, at the Extraordinary General Meeting of the Company to be held at Company's Head Office situated at 42 CCA, Ex Park View, DHA Phase-VIII, Lahore and also virtually through video link on Tuesday, August 30, 2022 at 1100 hours and at any adjournment thereof.

As witness my hand this _____ day of _____ 2022.

Revenue
Stamp
Rs. 5/-

Signature of the Shareholder/ Appointer

Witness 1

Signature _____

Name _____

Address _____

CNIC # _____

Witness 2

Signature _____

Name _____

Address _____

CNIC # _____

NOTE: Proxies in order to be effective must reach the Company's Registered Office not less than 48 hours before the time for holding the meeting and must be duly stamped, signed and witnessed. Proxies of the Members through CDC shall be accompanied with attested copies of their CNIC.

BOOK POST

If undelivered, please return to:

FAUJI FOODS LIMITED

42 CCA, Ex Park View, DHA Phase-VIII, Lahore.

Tel: +92 42 37136310, +92 42 37136315-17

Web: www.faujifoods.com