

THE ORGANIC MEAT COMPANY LIMITED

002/Secy/AGM/PSX /2022-23
October 7, 2022

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

SUB: NOTICE OF HOLDING OF 12th ANNUAL GENERAL MEETING

Dear Sir,

Please find attached a copy of Notice of 12th Annual General Meeting of The Organic Meat Company Limited to be held on Friday, October 28, 2022 at 11:00 am at registered office of the company published in the Business Recorder and Dunya News on 07-10-2022 for circulation amongst the TRE Certificate Holders of the Exchange for their information and necessary reference please.

Thanking you,

Yours faithfully,
For **The Organic Meat Company Limited**



(IMRAN KHAN)
Company Secretary



Encl: a/a

Office Address: Plot No. 257, Sector 24, Korangi Industrial Area,
Karachi-Pakistan. Tel # : +92-21-35059969 - 35079969

E-mail : info@tomcl.net Web: www.tomcl.net

Plant Address : Survey # 310, Deh Shah Mureed, Gadap, Karachi-Pakistan.

THE ORGANIC MEAT COMPANY LIMITED

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 12th Annual General Meeting of The Organic Meat Company Limited (the "Company") will be held on Friday, October 28, 2022 at 11:00 am at registered office of the Company situated at Plot No. 257, Sector 24, Korangi Industrial Area to transact the following businesses:

Ordinary Business:

1. To receive, consider and adopt the Audited Accounts of the Company for the year ended June 30, 2022 together with the Directors' and Auditors' Reports thereon.
2. To appoint Auditors for the year 2022-23 and to fix their remuneration.

Special Business:

3. To consider and approve the bonus shares at the rate of 9.75% (i.e., 9.75 shares for every 100 shares) as recommended by the Board of Directors.

In this connection, the following resolutions (with or without modifications) are proposed to be passed:

Resolved that a sum of Rs. 119,924,566 be capitalized out of the free reserves of the Company for issuance of 11,992,457 ordinary shares of Rs. 10 each as fully paid bonus shares.

Further resolved that the bonus shares shall rank pari passu in all aspects with the existing shares of the Company.

Further resolved that fractional entitlements of the members shall be consolidated into whole shares and sold in the stock market and the sale proceeds shall be donated to a charitable institution.

4. To ratify the revision in remuneration for Chairman of the Board, chairmen of committees and board members for attending the meeting(s) of the Board and its committees.

In this connection, the following resolutions (with or without modifications) are proposed to be passed:

Resolved that the remuneration of the Chairman of the Board be set at Rs.50,000/-, the remuneration of a chairman of a board subcommittee be set at Rs.40,000/- and the remuneration of a director be set at Rs.30,000/- per meeting, for all attending directors other than regular paid and full-time working directors, for attending the meeting(s) of the Board and its committees be and is hereby approved"

A statement as required by Section 134(3) of the Companies Act, 2017 in respect of the special business to be considered at the meeting is included in this notice.

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

Karachi

Dated: October 5, 2022



By Order of the Board

Imran Khan
Company Secretary

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NOTES:

1. The register of members of the Company will be closed from Friday, October 21, 2022 to Friday, October 28, 2022 (both days inclusive) and no transfers will be registered during that time. Shares received in order at the office of our Share Registrar, M/s. F.D. Registrar Services (Pvt) Ltd, 17th Floor, Saima Trade Tower-A, I.I. Chundrigar Road, Karachi 74000, at the close of business on Thursday, October 20, 2022 will be treated in time for the above entitlement.
2. A member of the Company entitled to attend, speak and vote at this meeting may appoint any other member as his/her proxy to attend, speak and vote in his/her instead. The proxies to be effective must be in writing and must be received by the Company's corporate office 48 hours before the meeting.
3. Shareholders 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
4. In compliance with Section 119 of the Companies Act, 2017 and Regulation 19 Companies (General Provisions and Forms) Regulations, 2018 members are requested to immediately provide their mandatory information such as CNIC number, updated mailing address, email, contact mobile/telephone number and International Banking Account Number (IBAN) together with a copy of their CNIC to update our records and to avoid any non-compliance of the law. Otherwise, all dividends will be withheld in terms of Regulation 6 of the Companies (Distribution of Dividends) Regulations, 2017;
5. 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 entitled shareholders. Therefore, all shareholders are requested to fill in the Dividend Mandate Form available on Company's website www.tomcl.net and send it duly signed along with a copy of CNIC to the Registrar of the Company M/s. F.D. Registrar Services (Pvt) Ltd in case of physical shares. In case shares are held in CDC then Dividend Mandate Form must be submitted directly to shareholder's broker/ participant/CDC account services. In case of non-submission of IBAN, the Company will withhold the payment of dividends under Companies (Distribution of Dividends) Regulations, 2017.
6. All Shareholders are advised to check their status on Active Taxpayers List (ATL) available on FBR website and if required take necessary actions for inclusion of their name in ATL. In case a person's name does not appear in the ATL, the applicable tax rate will be as per law.
7. In case of joint account, please intimate proportion of shareholding of each account holder along with their individual's status on the ATL.
8. Members who desire to stop deduction of Zakat from their dividends may submit a declaration on non-judicial stamp paper duly signed as required under the law (if not submitted earlier).
9. Withholding Tax exemption from the dividend income shall only be allowed if copy of valid tax exemption certificate is made available to our Share Registrar by first day of Book Closure.
10. The corporate shareholders having CDC accounts are required to have their National Tax Numbers (NTN) updated with their respective participants, whereas corporate physical shareholders should send a copy of their NTN certificate to the company or our Share Registrar M/s. F.D. Registrar Services (Pvt) Ltd. The shareholders while sending NTN or NTN certificate, as the case may be, must quote company name and their respective folio numbers.

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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 could not collect their dividend/physical shares are advised to contact the Share Registrar of the Company to collect/inquire about their unclaimed dividend or shares, if any.
12. Annual Audited Accounts of the Company for the year ended June 30, 2022 have been placed on Company's website at www.tomcl.net and www.psx.com.pk .
13. Members can 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 -145 of Companies Act, 2017 and applicable clauses of Companies (Postal Ballot) Regulations 2018.

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STATEMENT OF MATERIAL FACTS UNDER SECTION 134(3) OF THE COMPANIES ACT, 2017

Pertaining to Item No. 3: Bonus Shares

In this connection, the following resolutions (with or without modifications) are proposed to be passed:

The Board of Directors in their meeting held on 29 September 2022, has recommended to issue 9.75% fullypaid bonus shares (i.e., 9.75 shares for each 100 shares held by the members) by capitalizing a sum of Rs. 119,924,566 from free reserves of the Company. The directors are of the view that the Company's financial position and its reserves justify the capitalization of free reserves.

The Directors of the Company are not directly or indirectly interested in this special business, except to the extent of entitlements of bonus shares on their shareholdings.

Pertaining to Item No. 4: To ratify the revision of remuneration

To ratify the revision in remuneration for Chairman of the Board, chairmen of committees and board members for attending the meeting(s) of the Board and its committees.

The Board unanimously approved the remuneration for independent and non-executive directors and proposes the same to the general body for ratification. The board members have no other interest in this except for the fees received in attending the meetings.