



SHARE FOOD, SHARE LOVE

NFL/CORP/2023/0036
October 20, 2023

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

Dear Sir,

CERTIFIED TRUE COPY OF RESOLUTION

This is with reference to regulation No. 5.6.9 (b) of the Rule Book of Pakistan Stock Exchange Limited, we are pleased to enclose a certified true copy of Resolution passed by the Shareholders in the Annual General Meeting held on October 19, 2023.

Kind regards,

Thanking you,

**Yours faithfully,
FOR NATIONAL FOODS LIMITED**



**FAZAL UR REHMAN HAJANO
COMPANY SECRETARY**

Encl: as above.



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Extract from the Draft Minutes of the Annual General Meeting of National Foods Limited held on October 19, 2023.

1. “RESOLVED THAT the minutes of the Annual General Meeting of shareholders of National Foods Limited held on October 20, 2022, be and are hereby confirmed and the Chairman be and is hereby authorized to sign the minutes as token of confirmation.”
2. “RESOLVED THAT the Audited Financial Statements of the Company for the year ended June 30, 2023, together with the Directors’ and Auditors’ Reports thereon, together with Audited Consolidated Financial Statements of the Company and the Auditors’ reports thereon for the year ended June 30, 2023, be and hereby approved and adopted.”
3. “RESOLVED THAT pursuant to the recommendation of the Board of Directors, final dividend of 50% (Rs.2.50/- per Ordinary Share of Rs.5/- each) on 233,115,425 equity shares of the Company aggregating to Rs. 582,788,562.50 for the year ended June 30, 2023, be and is hereby declared out of the current profit of the Company and that the same be paid to those shareholders whose names appear on the Company’s register of members at the close of business on October 12, 2023.”
4. “RESOLVED THAT on recommendation of Board Audit Committee and the Board of Directors, M/s. KPMG Taseer Hadi & Co., Chartered Accountants be and are hereby appointed as Auditors of the Company to hold office from the conclusion of this meeting till the conclusion of the next Annual General Meeting and that the Board of Directors be and is hereby authorized to fix the remuneration.”

The motion was put to vote on a show of hands and the same was declared as carried unanimously.

5. “RESOLVED THAT pursuant to section 223(6) of the Companies Act, 2017 read with SRO 389(I)/2023 dated March 21, 2023, the Company be and is hereby authorized to circulate annual report containing annual audited financial statements and reports (Annual Reports) to the members through QR enabled code and weblink.

FURTHER RESOLVED THAT, notice of meeting shall be dispatched to members as per requirements of the Act, on their registered address, containing the QR code and the weblink address to view and download the annual audited financial statements together with the reports and documents required to be annexed thereto under the Act.



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FURTHER RESOLVED THAT, the Company shall be considered compliant with the relevant requirements of section 223(6) of the Companies Act, 2017 by sending the Audited Financial Statements and reports and documents required to be annexed thereto under the Act through e-mail and/or sending a notice of meeting containing a QR code and the weblink address. In case a hard copy of Audited Financial Statements and/or Notice of AGM of the Company is desired, a specific request for the same will be made.

FURTHER RESOLVED THAT the Company Secretary be and is hereby authorized to do all necessary acts, deeds, and things in connection therewith and ancillary thereto as may be required or expedient to give effect to the spirit and intent of the above resolution.”

6. “RESOLVED THAT an agreement to be entered into by National Foods Limited (NFL) with its parent Company ATC Holdings (Private) Limited (ATCH) for filling and packing of honey is hereby approved as per the details appearing in statement of material facts”.
7. “RESOLVED THAT the transactions, in which majority of directors are interested, carried out by the company with the following related parties for the financial year ended June 30, 2023, be and are hereby ratified and approved”.

ATC Holdings (Private) Limited - Parent Company
National Foods DMCC- Subsidiary

“FURTHER RESOLVED THAT the Board of Directors of the Company be and is hereby authorized to approve all related party transactions, in which majority of directors are interested, carried out and to be carried out with any related party including the above-named related parties, on case-to-case basis, for the financial year ending June 30, 2024, and till next Annual General Meeting of the Company”.

“FURTHER RESOLVED THAT the approval of transactions by the Board, as aforesaid, shall be deemed to have been approved by the shareholders and the transactions for the year ending June 30, 2024, shall be placed before the shareholders in the next Annual General Meeting for their formal ratification/approval”.

Certified True Copy



FAZAL UR REHMAN HAJANO
COMPANY SECRETARY